

**IN THE UNITED STATES BANKRUPTCY COURT  
FOR THE SOUTHERN DISTRICT OF TEXAS  
HOUSTON DIVISION**

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In re:	)
	) Chapter 11
	)
COVIA HOLDINGS CORPORATION, <i>et al.</i> , <sup>1</sup>	) Case No. 20-33295 (DRJ)
	)
	)
Debtors.	) (Jointly Administered)
	)

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**DEBTORS' APPLICATION FOR  
ENTRY OF AN ORDER AUTHORIZING THE  
RETENTION AND EMPLOYMENT OF KIRKLAND & ELLIS LLP  
AND KIRKLAND & ELLIS INTERNATIONAL LLP AS ATTORNEYS FOR  
THE DEBTORS AND DEBTORS IN POSSESSION EFFECTIVE AS OF JUNE 29, 2020**

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THIS APPLICATION SEEKS AN ORDER THAT MAY ADVERSELY AFFECT YOU. IF YOU OPPOSE THE APPLICATION, YOU SHOULD IMMEDIATELY CONTACT THE MOVING PARTY TO RESOLVE THE DISPUTE. IF YOU AND THE MOVING PARTY CANNOT AGREE, YOU MUST FILE A RESPONSE AND SEND A COPY TO THE MOVING PARTY. YOU MUST FILE AND SERVE YOUR RESPONSE WITHIN 21 DAYS OF THE DATE THIS WAS SERVED ON YOU. YOUR RESPONSE MUST STATE WHY THE APPLICATION SHOULD NOT BE GRANTED. IF YOU DO NOT FILE A TIMELY RESPONSE, THE RELIEF MAY BE GRANTED WITHOUT FURTHER NOTICE TO YOU. IF YOU OPPOSE THE APPLICATION AND HAVE NOT REACHED AN AGREEMENT, YOU MUST ATTEND THE HEARING. UNLESS THE PARTIES AGREE OTHERWISE, THE COURT MAY CONSIDER EVIDENCE AT THE HEARING AND MAY DECIDE THE APPLICATION AT THE HEARING.

REPRESENTED PARTIES SHOULD ACT THROUGH THEIR ATTORNEY.

The above-captioned debtors and debtors in possession (collectively, the “Debtors”) file this application (the “Application”) for the entry of an order (the “Order”), substantially in the form attached hereto, authorizing the Debtors to retain and employ Kirkland & Ellis LLP and Kirkland & Ellis International LLP (collectively, “Kirkland”) as their attorneys effective as of the

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<sup>1</sup> Due to the large number of Debtors in these chapter 11 cases, for which joint administration has been granted, a complete list of the Debtors and the last four digits of their tax identification, registration, or like numbers is not provided herein. A complete list of such information may be obtained on the website of the Debtors’ claims and noticing agent at <http://cases.primeclerk.com/Covia>. The location of Debtor Covia Holdings Corporation’s principal place of business and the Debtors’ service address is: 3 Summit Park Drive, Suite 700, Independence, Ohio 44131.

Petition Date (as defined herein). In support of this Application, the Debtors submit the declaration of Jonathan S. Henes, the president of Jonathan S. Henes, P.C., a partner of Kirkland & Ellis LLP, and a partner of Kirkland & Ellis International LLP (the “Henes Declaration”), which is attached hereto as Exhibit A and the declaration of Chadwick P. Reynolds, Executive Vice President, Chief Legal Officer, and Secretary of Covia Holdings Corporation, which is attached hereto as Exhibit B (the “Reynolds Declaration”). In further support of this Application, the Debtors respectfully state as follows.

### **Jurisdiction and Venue**

1. The United States Bankruptcy Court for the Southern District of Texas (the “Court”) has jurisdiction over this matter pursuant to 28 U.S.C. § 1334. This matter is a core proceeding within the meaning of 28 U.S.C. § 157(b)(2). The Debtors confirm their consent, pursuant to rule 7008 of the Federal Rules of Bankruptcy Procedure (the “Bankruptcy Rules”), to the entry of a final order by the Court.

2. Venue is proper pursuant to 28 U.S.C. §§ 1408 and 1409.

3. The bases for the relief requested herein are sections 327(a) and 330 of title 11 of the United States Code, 11 U.S.C. §§ 101–1532 (the “Bankruptcy Code”), Bankruptcy Rules 2014(a) and 2016, and rules 2014-1 and 2016-1 of the Bankruptcy Local Rules for the Southern District of Texas (the “Bankruptcy Local Rules”).

### **Background**

4. On June 29, 2020 (the “Petition Date”), each of the Debtors filed a voluntary petition for relief under chapter 11 of the Bankruptcy Code. The Debtors are operating their businesses and managing their properties as debtors in possession pursuant to section 1107(a) and 1108 of the Bankruptcy Code. On June 30, 2020, the Court entered an order [Docket No. 38] authorizing the joint administration and procedural consolidation of the chapter 11 cases pursuant

to Bankruptcy Rule 1015(b). No entity has requested the appointment of a trustee or examiner in these chapter 11 cases and no official committees have been appointed or designated.

5. A description of the Debtors' businesses, the reasons for commencing the chapter 11 cases, and the relief sought from the Court to allow for a smooth transition into chapter 11 are set forth in the *Declaration of Andrew Eich, Executive Vice President, Chief Financial Officer, and Treasurer of Covia Holdings Corporation, in Support of Debtors' Chapter 11 Petitions*, filed on June 29, 2020 [Docket No. 15], incorporated herein by reference.

#### **Relief Requested**

6. By this Application, the Debtors seek entry of the Order authorizing the retention and employment of Kirkland as their attorneys in accordance with the terms and conditions set forth in that certain engagement letter between the Debtors and Kirkland effective as of March 25, 2020 (the "Engagement Letter"), a copy of which is attached as **Exhibit 1** to the Order and incorporated herein by reference.<sup>2</sup>

#### **Kirkland's Qualifications**

7. The Debtors seek to retain Kirkland because of Kirkland's recognized expertise and extensive experience and knowledge in the field of debtors' protections, creditors' rights, and business reorganizations under chapter 11 of the Bankruptcy Code.

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<sup>2</sup> The Debtors also seek to employ and retain DLA Piper LLP (US) ("DLA") as their conflicts counsel in connection with these chapter 11 cases to handle matters that the Debtors may encounter that cannot be handled appropriately by Kirkland because of a conflict of interest. It is intended that the services of DLA shall complement, and not duplicate, the services to be rendered by Kirkland. Moreover, the responsibilities of DLA shall be confined to discrete legal matters that are distinct from the matters handled by Kirkland. DLA shall act on its own and will not act under the direct supervision of Kirkland.

The Debtors also seek to employ and retain Kobre & Kim L.L.P. ("Kobre & Kim") as their special litigation counsel in connection with certain matters relating to the Debtors' railcar leases. It is intended that the services of Kobre & Kim shall complement, and not duplicate, the services to be rendered by Kirkland. Moreover, the responsibilities of Kobre & Kim shall be confined to discrete legal matters that are distinct from the matters handled by Kirkland. Kobre & Kim shall act on its own and will not act under the direct supervision of Kirkland.

8. Kirkland has been actively involved in major chapter 11 cases and has represented debtors in many cases, including, among others: *In re J. C. Penney Company, Inc.*, No. 20-20182 (DRJ) (Bankr. S.D. Tex. July 2, 2020); *In re Neiman Marcus Group LTD LLC*, No. 20-32519 (DRJ) (Bankr. S.D. Tex. June 25, 2020); *In re Hornbeck Offshore Services, Inc.*, No. 20-32679 (DRJ) (Bankr. S.D. Tex. June 18, 2020); *In re Whiting Petroleum Corp.*, No. 20-32021 (DRJ) (Bankr. S.D. Tex. May 6, 2020); *In re Sheridan Holding Co. I, LLC*, No. 20-31884 (DRJ) (Bankr. S.D. Tex. April 24, 2020); *In re McDermott Int'l, Inc.*, No. 20-30336 (DRJ) (Bankr. S.D. Tex. Jan. 23, 2020); *In re Sheridan Holding Co. II, LLC*, No. 19-35198 (MI) (Bankr. S.D. Tex. Oct. 21, 2019); *In re Vanguard Natural Resources, Inc.*, No. 19-31786 (DRJ) (Bankr. S.D. Tex. May 14, 2019); *In re Jones Energy, Inc.*, No. 19-32112 (DRJ) (Bankr. S.D. Tex. May 6, 2019); *In re Westmoreland Coal Company*, No. 18-35672 (DRJ) (Bankr. S.D. Tex. Nov. 14, 2018); *In re iHeartMedia, Inc.*, No. 18-31274 (MI) (Bankr. S.D. Tex. Apr. 12, 2018); *In re EXCO Res., Inc.*, No. 18-30155 (MI) (Bankr. S.D. Tex. Feb. 22, 2018).<sup>3</sup>

9. In preparing for its representation of the Debtors in these chapter 11 cases, Kirkland has become familiar with the Debtors' businesses and many of the potential legal issues that may arise in the context of these chapter 11 cases. The Debtors believe that Kirkland is both well-qualified and uniquely able to represent the Debtors in these chapter 11 cases in an efficient and timely manner.

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<sup>3</sup> Because of the voluminous nature of the orders cited in this Application, they are not attached to this Application. Copies of these orders are available upon request to Kirkland.

**Services to be Provided**

10. Subject to further order of the Court, and consistent with the Engagement Letter, the Debtors request the retention and employment of Kirkland to render the following legal services:

- a. advising the Debtors with respect to their powers and duties as debtors in possession in the continued management and operation of their businesses and properties;
- b. advising and consulting on the conduct of these chapter 11 cases, including all of the legal and administrative requirements of operating in chapter 11;
- c. attending meetings and negotiating with representatives of creditors and other parties in interest;
- d. taking all necessary actions to protect and preserve the Debtors' estates, including prosecuting actions on the Debtors' behalf, defending any action commenced against the Debtors, and representing the Debtors in negotiations concerning litigation in which the Debtors are involved, including objections to claims filed against the Debtors' estates;
- e. preparing pleadings in connection with these chapter 11 cases, including motions, applications, answers, orders, reports, and papers necessary or otherwise beneficial to the administration of the Debtors' estates;
- f. representing the Debtors in connection with obtaining authority to continue using cash collateral and postpetition financing;
- g. advising the Debtors in connection with any potential sale of assets;
- h. appearing before the Court and any appellate courts to represent the interests of the Debtors' estates;
- i. advising the Debtors regarding tax matters;
- j. taking any necessary action on behalf of the Debtors to negotiate, prepare, and obtain approval of a disclosure statement and confirmation of a chapter 11 plan and all documents related thereto; and
- k. performing all other necessary legal services for the Debtors in connection with the prosecution of these chapter 11 cases, including: (i) analyzing the Debtors' leases and contracts and the assumption and assignment or rejection thereof; (ii) analyzing the validity of liens against the Debtors; and (iii) advising the Debtors on corporate and litigation matters.

### **Professional Compensation**

11. Kirkland intends to apply for compensation for professional services rendered on an hourly basis and reimbursement of expenses incurred in connection with these chapter 11 cases, subject to the Court's approval and in compliance with applicable provisions of the Bankruptcy Code, the Bankruptcy Rules, the Bankruptcy Local Rules, and any other applicable procedures and orders of the Court. The hourly rates and corresponding rate structure Kirkland will use in these chapter 11 cases are the same as the hourly rates and corresponding rate structure that Kirkland uses in other restructuring matters, as well as similar complex corporate, securities, and litigation matters whether in court or otherwise, regardless of whether a fee application is required. These rates and the rate structure reflect that such restructuring and other complex matters typically are national in scope and involve great complexity, high stakes, and severe time pressures.

12. Kirkland operates in a national marketplace for legal services in which rates are driven by multiple factors relating to the individual lawyer, his or her area of specialization, the firm's expertise, performance, and reputation, the nature of the work involved, and other factors.

13. Kirkland's current hourly rates for matters related to these chapter 11 cases range as follows:<sup>4</sup>

<b>Billing Category<sup>5</sup></b>	<b>U.S. Range</b>
Partners	\$1,075-\$1,845
Of Counsel	\$625-\$1,845
Associates	\$610-\$1,165
Paraprofessionals	\$245-\$460

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<sup>4</sup> For professionals and paraprofessionals residing outside of the U.S., hourly rates are billed in the applicable currency. When billing a U.S. entity, such foreign rates are converted into U.S. dollars at the then applicable conversion rate. After converting these foreign rates into U.S. dollars, it is possible that certain rates may exceed the billing rates listed in the chart herein. While the rate ranges provided for in this Application may change if an individual leaves or joins Kirkland, if any such individual's billing rate falls outside the ranges disclosed above, Kirkland does not intend to update the ranges for such circumstances.

<sup>5</sup> Although Kirkland does not anticipate using contract attorneys during these chapter 11 cases, in the unlikely event that it becomes necessary to use contract attorneys, Kirkland will not charge a markup to the Debtors with respect

14. Kirkland's hourly rates are set at a level designed to compensate Kirkland fairly for the work of its attorneys and paraprofessionals and to cover fixed and routine expenses. Hourly rates vary with the experience and seniority of the individuals assigned. These hourly rates are subject to periodic adjustments to reflect economic and other conditions.<sup>6</sup>

15. Kirkland represented the Debtors during the twelve-month period before the Petition Date, using the hourly rates set forth in the Henes Declaration. Moreover, these hourly rates are consistent with the rates that Kirkland charges other comparable chapter 11 clients, regardless of the location of the chapter 11 case.

16. The rate structure provided by Kirkland is appropriate and not significantly different from (a) the rates that Kirkland charges for other similar types of representations or (b) the rates that other comparable counsel would charge to do work substantially similar to the work Kirkland will perform in these chapter 11 cases.

17. It is Kirkland's policy to charge its clients in all areas of practice for identifiable, non-overhead expenses incurred in connection with the client's case that would not have been incurred except for representation of that particular client. It is also Kirkland's policy to charge its clients only the amount actually incurred by Kirkland in connection with such items. Examples

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to fees billed by such attorneys. Any contract attorneys or non-attorneys who are employed by the Debtors in connection with work performed by Kirkland will be subject to conflict checks and disclosures in accordance with the requirements of the Bankruptcy Code.

<sup>6</sup> For example, like many of its peer law firms, Kirkland typically increases the hourly billing rate of attorneys and paraprofessionals twice a year in the form of: (i) step increases historically awarded in the ordinary course on the basis of advancing seniority and promotion and (ii) periodic increases within each attorney's and paraprofessional's current level of seniority. The step increases do not constitute "rate increases" (as the term is used in the *Guidelines for Reviewing Applications for Compensation and Reimbursement of Expenses Filed Under 11 U.S.C. § 330 by Attorneys in Larger Chapter 11 Cases*, effective November 1, 2013). As set forth in the Order, Kirkland will provide ten business-days' notice to the Debtors, the U.S. Trustee, and any official committee before implementing any periodic increases, and shall file any such notice with the Court.

of such expenses include postage, overnight mail, courier delivery, transportation, overtime expenses, computer-assisted legal research, photocopying, airfare, meals, and lodging.

18. To ensure compliance with all applicable deadlines in these chapter 11 cases, from time to time Kirkland utilizes the services of overtime secretaries. Kirkland charges fees for these services pursuant to the Engagement Letter, which permits Kirkland to bill the Debtors for overtime secretarial charges that arise out of business necessity. In addition, Kirkland professionals also may charge their overtime meals and overtime transportation to the Debtors consistent with prepetition practices.

19. Kirkland currently charges the Debtors \$0.16 per page for standard duplication in its offices in the United States. Kirkland does not charge its clients for incoming facsimile transmissions. Kirkland has negotiated a discounted rate for Westlaw computer-assisted legal research. Computer-assisted legal research is used whenever the researcher determines that using Westlaw is more cost effective than using traditional (non-computer assisted legal research) techniques.

#### **Compensation Received by Kirkland from the Debtors**

20. Per the terms of the Engagement Letter, on March 27, 2020, the Debtors paid \$2,000,000 to Kirkland, which, as stated in the Engagement Letter, constituted an “advance payment retainer” as defined in Rule 1.15(c) of the Illinois Rules of Professional Conduct and *Dowling v. Chicago Options Assoc., Inc.*, 875 N.E.2d 1012, 1018 (Ill. 2007). Subsequently, the Debtors paid to Kirkland additional advance payment retainer totaling \$7,511,083.58 in the aggregate. As stated in the Engagement Letter, any advance payment retainer is earned by Kirkland upon receipt, any advance payment retainer becomes the property of Kirkland upon receipt, the Debtors no longer have a property interest in any advance payment retainer upon Kirkland’s receipt, any advance payment retainer will be placed in Kirkland’s general account and

will not be held in a client trust account, and the Debtors will not earn any interest on any advance payment retainer.<sup>7</sup>

21. Pursuant to Bankruptcy Rule 2016(b), Kirkland has neither shared nor agreed to share (a) any compensation it has received or may receive with another party or person, other than with the partners, associates, and contract attorneys associated with Kirkland or (b) any compensation another person or party has received or may receive.

22. As of the Petition Date, the Debtors did not owe Kirkland any amounts for legal services rendered before the Petition Date. Although certain expenses and fees may have been incurred but not yet applied to Kirkland's advance payment retainer, the amount of Kirkland's advance payment retainer always exceeded any amounts listed or to be listed on statements describing services rendered and expenses incurred (on a "rates times hours" and "dates of expenses incurred" basis) prior to the Petition Date.

#### **Kirkland's Disinterestedness**

23. To the best of the Debtors' knowledge and as disclosed herein and in the Henes Declaration, (a) Kirkland is a "disinterested person" within the meaning of section 101(14) of the Bankruptcy Code, as required by section 327(a) of the Bankruptcy Code, and does not hold or represent an interest adverse to the Debtors' estates and (b) Kirkland has no connection to the Debtors, their creditors, or other parties in interest, except as may be disclosed in the Henes Declaration.

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<sup>7</sup> The Engagement Letter permits Kirkland to retain any prepetition advance payment retainer held by Kirkland as of the Petition Date rather than applying such prepetition advance payment retainer to pay postpetition fees and expenses. In light of the facts and circumstances of these chapter 11 cases, Kirkland will retain any prepetition advance payment retainer held by Kirkland as of the Petition Date and will not apply any such amounts to postpetition fees and expenses.

24. Kirkland will review its files periodically during the pendency of these chapter 11 cases to ensure that no conflicts or other disqualifying circumstances exist or arise. If any new relevant facts or relationships are discovered or arise, Kirkland will use reasonable efforts to identify such further developments and will promptly file a supplemental declaration, as required by Bankruptcy Rule 2014(a).

**Supporting Authority**

25. The Debtors seek retention of Kirkland as their attorneys pursuant to section 327(a) of the Bankruptcy Code, which provides that a debtor, subject to Court approval:

[M]ay employ one or more attorneys, accountants, appraisers, auctioneers, or other professional persons, that do not hold or represent an interest adverse to the estate, and that are disinterested persons, to represent or assist the [debtor] in carrying out the [debtor]'s duties under this title.

11 U.S.C. § 327(a).

26. Bankruptcy Rule 2014(a) requires that an application for retention include:

[S]pecific facts showing the necessity for the employment, the name of the [firm] to be employed, the reasons for the selection, the professional services to be rendered, any proposed arrangement for compensation, and, to the best of the applicant's knowledge, all of the [firm's] connections with the debtor, creditors, any other party in interest, their respective attorneys and accountants, the United States trustee, or any person employed in the office of the United States trustee.

Fed. R. Bankr. P. 2014.

27. The Debtors submit that for all the reasons stated above and in the Henes Declaration, the retention and employment of Kirkland as counsel to the Debtors is warranted. Further, as stated in the Henes Declaration, Kirkland is a "disinterested person" within the meaning of section 101(14) of the Bankruptcy Code, as required by section 327(a) of the Bankruptcy Code, and does not hold or represent an interest adverse to the Debtors' estates and has no connection to

the Debtors, their creditors, or other parties in interest, except as may be disclosed in the Henes Declaration.

**Notice**

28. The Debtors have provided notice of this Application to the following parties: (a) the U.S. Trustee for the Southern District of Texas; (b) the holders of the 50 largest unsecured claims against the Debtors (on a consolidated basis); (c) the administrative agent under the Debtors' prepetition senior secured term loan and counsel thereto; (d) Paul, Weiss, Rifkind, Wharton & Garrison LLP as counsel to the Ad Hoc Term Lender Group (Attn.: Brian S. Hermann, Esq., Andrew Parlen, Esq., and Sean A. Mitchell, Esq.); (e) the United States Attorney's Office for the Southern District of Texas; (f) the Internal Revenue Service; (g) the United States Securities and Exchange Commission; (h) the Environmental Protection Agency and similar state environmental agencies for states in which the Debtors conduct business; (i) the state attorneys general for states in which the Debtors conduct business; and (j) any party that has requested notice pursuant to Bankruptcy Rule 2002. A copy of this Application is also available on the website of the Debtors' notice and claims agent at <http://cases.primeclerk.com/Covia>. In light of the nature of the relief requested, the Debtors submit that no other or further notice is required.

**No Prior Request**

29. No prior request for the relief sought in this Application has been made to this or any other court.

WHEREFORE, the Debtors respectfully request that the Court enter the Order, substantially in the form attached hereto, granting the relief requested herein and granting such other relief as is just and proper.

Dated: July 8, 2020  
Houston, Texas

*/s/ Chadwick P. Reynolds*

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Chadwick P. Reynolds  
Covia Holdings Corporation  
Executive Vice President, Chief Legal  
Officer, Secretary

**Certificate of Service**

I certify that on July 8, 2020, I caused a copy of the foregoing document to be served by the Electronic Case Filing System for the United States Bankruptcy Court for the Southern District of Texas.

*/s/ Matthew D. Cavenaugh*  
Matthew D. Cavenaugh

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**EXHIBIT A**

**Henes Declaration**

**IN THE UNITED STATES BANKRUPTCY COURT  
FOR THE SOUTHERN DISTRICT OF TEXAS  
HOUSTON DIVISION**

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In re:	)	
	)	Chapter 11
	)	
COVIA HOLDINGS CORPORATION, <i>et al.</i> , <sup>1</sup>	)	Case No. 20-33295 (DRJ)
	)	
	)	
Debtors.	)	(Jointly Administered)
	)	

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**DECLARATION OF JONATHAN S. HENES  
IN SUPPORT OF THE DEBTORS' APPLICATION  
FOR ENTRY OF AN ORDER AUTHORIZING THE  
RETENTION AND EMPLOYMENT OF KIRKLAND & ELLIS LLP  
AND KIRKLAND & ELLIS INTERNATIONAL LLP AS ATTORNEYS FOR  
THE DEBTORS AND DEBTORS IN POSSESSION EFFECTIVE AS OF JUNE 29, 2020**

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I, Jonathan S. Henes, being duly sworn, state the following under penalty of perjury:

1. I am the president of Jonathan S. Henes, P.C., a partner of the law firm of Kirkland & Ellis LLP, located at 601 Lexington Avenue, New York, New York 10022, and a partner of Kirkland & Ellis International, LLP (together with Kirkland & Ellis LLP, collectively, “Kirkland”). I am one of the lead attorneys from Kirkland working on the above-captioned chapter 11 cases. I am a member in good standing of the Bar of the State of New York, and I have been admitted to practice in the United States District Courts for the Southern and Eastern Districts of New York. There are no disciplinary proceedings pending against me.

2. I submit this declaration (the “Declaration”) in support of the Debtors’ *Application for Entry of an Order Authorizing the Retention and Employment of Kirkland & Ellis LLP and*

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<sup>1</sup> Due to the large number of Debtors in these chapter 11 cases, for which joint administration has been granted, a complete list of the Debtors and the last four digits of their tax identification, registration, or like numbers is not provided herein. A complete list of such information may be obtained on the website of the Debtors’ claims and noticing agent at <http://cases.primeclerk.com/Covia>. The location of Debtor Covia Holdings Corporation’s principal place of business and the Debtors’ service address is: 3 Summit Park Drive, Suite 700, Independence, Ohio 44131.

*Kirkland & Ellis International LLP as Attorneys for the Debtors and Debtors in Possession Effective as of June 29, 2020 (the “Application”).<sup>2</sup> Except as otherwise noted, I have personal knowledge of the matters set forth herein.*

**Kirkland’s Qualifications**

4. The Debtors seek to retain Kirkland because of Kirkland’s recognized expertise and extensive experience and knowledge in the field of debtors’ protections, creditors’ rights, and business reorganizations under chapter 11 of the Bankruptcy Code.

5. Kirkland has been actively involved in major chapter 11 cases and has represented debtors in many cases, including, among others: *In re J. C. Penney Company, Inc.*, No. 20-20182 (DRJ) (Bankr. S.D. Tex. July 2, 2020); *In re Neiman Marcus Group LTD LLC*, No. 20-32519 (DRJ) (Bankr. S.D. Tex. June 25, 2020); *In re Hornbeck Offshore Services, Inc.*, No. 20-32679 (DRJ) (Bankr. S.D. Tex. June 18, 2020); *In re Whiting Petroleum Corp.*, No. 20-32021 (DRJ) (Bankr. S.D. Tex. May 6, 2020); *In re Sheridan Holding Co. I, LLC*, No. 20-31884 (DRJ) (Bankr. S.D. Tex. April 24, 2020); *In re McDermott Int’l, Inc.*, No. 20-30336 (DRJ) (Bankr. S.D. Tex. Jan. 23, 2020); *In re Sheridan Holding Co. II, LLC*, No. 19-35198 (MI) (Bankr. S.D. Tex. Oct. 21, 2019); *In re Vanguard Natural Resources, Inc.*, No. 19-31786 (DRJ) (Bankr. S.D. Tex. May 14, 2019); *In re Jones Energy, Inc.*, No. 19-32112 (DRJ) (Bankr. S.D. Tex. May 6, 2019); *In re Westmoreland Coal Company*, No. 18-35672 (DRJ) (Bankr. S.D. Tex. Nov. 14, 2018); *In re iHeartMedia, Inc.*, No. 18-31274 (MI) (Bankr. S.D. Tex. Apr. 12, 2018); *In re EXCO Res., Inc.*, No. 18-30155 (MI) (Bankr. S.D. Tex. Feb. 22, 2018).<sup>3</sup>

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<sup>2</sup> Capitalized terms used but not otherwise defined herein shall have the meanings set forth in the Application.

<sup>3</sup> Because of the voluminous nature of the orders cited in this Declaration, they are not attached to this Declaration. Copies of these orders are available upon request to Kirkland.

6. In preparing for its representation of the Debtors in these chapter 11 cases, Kirkland has become familiar with the Debtors' businesses and many of the potential legal issues that may arise in the context of these chapter 11 cases. I believe that Kirkland is both well-qualified and uniquely able to represent the Debtors in these chapter 11 cases in an efficient and timely manner.

**Services to Be Provided**

7. Subject to further order of the Court and that certain engagement letter dated March 25, 2020 (the "Engagement Letter"), a copy of which is attached as **Exhibit 1** to the Order, the Debtors retained Kirkland to render, without limitation, the following legal services:

- a. advising the Debtors with respect to its powers and duties as debtor in possession in the continued management and operation of its businesses and properties;
- b. advising and consulting on the conduct of these chapter 11 cases, including all of the legal and administrative requirements of operating in chapter 11;
- c. attending meetings and negotiating with representatives of creditors and other parties in interest;
- d. taking all necessary actions to protect and preserve the Debtors' estates, including prosecuting actions on the Debtors' behalf, defending any action commenced against the Debtors, and representing the Debtors in negotiations concerning litigation in which the Debtors are involved, including objections to claims filed against the Debtors' estates;
- e. preparing pleadings in connection with these chapter 11 cases, including motions, applications, answers, orders, reports, and papers necessary or otherwise beneficial to the administration of the Debtors' estates;
- f. representing the Debtors in connection with obtaining authority to continue using cash collateral and postpetition financing;
- g. advising the Debtors in connection with any potential sale of assets;
- h. appearing before the Court and any appellate courts to represent the interests of the Debtors' estates;
- i. advising the Debtors regarding tax matters;

- j. taking any necessary action on behalf of the Debtors to negotiate, prepare, and obtain approval of a disclosure statement and confirmation of a chapter 11 plan and all documents related thereto; and
- k. performing all other necessary legal services for the Debtors in connection with the prosecution of these chapter 11 cases, including: (i) analyzing the Debtors' leases and contracts and the assumption and assignment or rejection thereof; (ii) analyzing the validity of liens against the Debtors; and (iii) advising the Debtors on corporate and litigation matters.

**Professional Compensation**

8. Kirkland intends to apply for compensation for professional services rendered on an hourly basis and reimbursement of expenses incurred in connection with these chapter 11 cases, subject to the Court's approval and in compliance with applicable provisions of the Bankruptcy Code, the Bankruptcy Rules, the Bankruptcy Local Rules, and any other applicable procedures and orders of the Court. The hourly rates and corresponding rate structure Kirkland will use in these chapter 11 cases are the same as the hourly rates and corresponding rate structure that Kirkland uses in other debtor representations, and are comparable to the hourly rates and corresponding rate structure that Kirkland uses for complex corporate, securities, and litigation matters whether in court or otherwise, regardless of whether a fee application is required. These rates and the rate structure reflect that such restructuring and other complex matters typically are national in scope and involve great complexity, high stakes, and severe time pressures.

9. Kirkland operates in a national marketplace for legal services in which rates are driven by multiple factors relating to the individual lawyer, his or her area of specialization, the firm's expertise, performance, and reputation, the nature of the work involved, and other factors.

10. Kirkland's current hourly rates for matters related to these chapter 11 cases range as follows:<sup>4</sup>

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<sup>4</sup> For professionals and paraprofessionals residing outside of the U.S., hourly rates are billed in the applicable currency. When billing a U.S. entity, such foreign rates are converted into U.S. dollars at the then applicable

<b>Billing Category<sup>5</sup></b>	<b>U.S. Range</b>
Partners	\$1,075-\$1,845
Of Counsel	\$625-\$1,845
Associates	\$610-\$1,165
Paraprofessionals	\$245-\$460

11. Kirkland's hourly rates are set at a level designed to compensate Kirkland fairly for the work of its attorneys and paralegals and to cover fixed and routine expenses. Hourly rates vary with the experience and seniority of the individuals assigned. These hourly rates are subject to periodic adjustments to reflect economic and other conditions.<sup>6</sup>

12. It is Kirkland's policy to charge its clients in all areas of practice for identifiable, non-overhead expenses incurred in connection with the client's case that would not have been incurred except for representation of that particular client. It is also Kirkland's policy to charge its clients only the amount actually incurred by Kirkland in connection with such items. Examples of such expenses include postage, overnight mail, courier delivery, transportation, overtime expenses, computer-assisted legal research, photocopying, airfare, meals, and lodging.

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conversion rate. After converting these foreign rates into U.S. dollars, it is possible that certain rates may exceed the billing rates listed in the chart herein. While the rate ranges provided for in this Application may change if an individual leaves or joins Kirkland, and if any such individual's billing rate falls outside the ranges disclosed above, Kirkland does not intend to update the ranges for such circumstances.

- 5 Although Kirkland does not anticipate using contract attorneys during these chapter 11 cases, in the unlikely event that it becomes necessary to use contract attorneys, Kirkland will not charge a markup to the Debtors with respect to fees billed by such attorneys. Moreover, any contract attorneys or non-attorneys who are employed by the Debtors in connection with work performed by Kirkland will be subject to conflict checks and disclosures in accordance with the requirements of the Bankruptcy Code.
- 6 For example, like many of its peer law firms, Kirkland typically increases the hourly billing rate of attorneys and paraprofessionals twice a year in the form of: (i) step increases historically awarded in the ordinary course on the basis of advancing seniority and promotion and (ii) periodic increases within each attorney's and paraprofessional's current level of seniority. The step increases do not constitute "rate increases" (as the term is used in the *Guidelines for Reviewing Applications for Compensation and Reimbursement of Expenses Filed Under 11 U.S.C. § 330 by Attorneys in Larger Chapter 11 Cases*, effective November 1, 2013). As set forth in the Order, Kirkland will provide ten business days' notice to the Debtors, the U.S. Trustee, and any official committee before implementing any periodic increases, and shall file such notice with the Court.

13. To ensure compliance with all applicable deadlines in these chapter 11 cases, Kirkland utilizes the services of overtime secretaries. Kirkland charges fees for these services pursuant to the Engagement Letter between Kirkland and the Debtors, which permits Kirkland to bill the Debtors for overtime secretarial charges that arise out of business necessity. In addition, Kirkland professionals also may charge their overtime meals and overtime transportation to the Debtors consistent with prepetition practices.

14. Kirkland currently charges the Debtors \$0.16 per page for standard duplication in its offices in the United States. Kirkland does not charge its clients for incoming facsimile transmissions. Kirkland has negotiated a discounted rate for Westlaw computer-assisted legal research. Computer-assisted legal research is used whenever the researcher determines that using Westlaw is more cost effective than using traditional (non-computer assisted legal research) techniques.

#### **Compensation Received by Kirkland from the Debtors**

15. Per the terms of the Engagement Letter, on March 25, 2020, the Debtors paid \$2,000,000 to Kirkland, which, as stated in the Engagement Letter, constituted an “advance payment retainer” as defined in Rule 1.15(c) of the Illinois Rules of Professional Conduct and *Dowling v. Chicago Options Assoc., Inc.*, 875 N.E.2d 1012, 1018 (Ill. 2007). Subsequently, the Debtors paid to Kirkland additional advance payment retainer totaling \$7,511,083.58 in the aggregate. As stated in the Engagement Letter, any advance payment retainer is earned by Kirkland upon receipt, any advance payment retainer becomes the property of Kirkland upon receipt, the Debtors no longer have a property interest in any advance payment retainer upon Kirkland’s receipt, any advance payment retainer will be placed in Kirkland’s general account and

will not be held in a client trust account, and the Debtors will not earn any interest on any advance payment retainer.<sup>7</sup>

16. As of the Petition Date, the Debtors did not owe Kirkland any amounts for legal services rendered before the Petition Date. Although certain expenses and fees may have been incurred, but not yet applied to Kirkland's advance payment retainer, Kirkland's total advance payment retainer always exceeded any amounts listed or to be listed on statements describing services rendered and expenses incurred (on a "rates times hours" and "dates of expenses incurred" basis) prior to the Petition Date.

17. Pursuant to Bankruptcy Rule 2016(b), Kirkland has not shared nor agreed to share (a) any compensation it has received or may receive with another party or person, other than with the partners, associates, and contract attorneys associated with Kirkland or (b) any compensation another person or party has received or may receive.

#### **Statement Regarding U.S. Trustee Guidelines**

18. Kirkland shall apply for compensation for professional services rendered and reimbursement of expenses incurred in connection with the Debtors' chapter 11 cases in compliance with sections 330 and 331 of the Bankruptcy Code and applicable provisions of the Bankruptcy Rules, Bankruptcy Local Rules, and any other applicable procedures and orders of the Court. Kirkland also intends to make a reasonable effort to comply with the U.S. Trustee's requests for information and additional disclosures as set forth in the *Guidelines for Reviewing Applications for Compensation and Reimbursement of Expenses Filed Under 11 U.S.C. § 330 by*

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<sup>7</sup> The Engagement Letter permits Kirkland to retain any prepetition advance payment retainer held by Kirkland as of the Petition Date rather than applying such prepetition advance payment retainer to pay postpetition fees and expenses. In light of the facts and circumstances of these chapter 11 cases, Kirkland will retain any prepetition advance payment retainer held by Kirkland as of the Petition Date and will not apply any such amounts to postpetition fees and expenses.

*Attorneys in Larger Chapter 11 Cases Effective As of November 1, 2013* (the “Revised UST Guidelines”), both in connection with this Application and the interim and final fee applications to be filed by Kirkland in these chapter 11 cases.

**Attorney Statement Pursuant to Revised UST Guidelines**

19. The following is provided in response to the request for additional information set forth in Paragraph D.1. of the Revised UST Guidelines:

- a. **Question:** Did Kirkland agree to any variations from, or alternatives to, Kirkland’s standard billing arrangements for this engagement?

**Answer:** No. Kirkland and the Debtors have not agreed to any variations from, or alternatives to, Kirkland’s standard billing arrangements for this engagement. The rate structure provided by Kirkland is appropriate and is not significantly different from (i) the rates that Kirkland charges for other non-bankruptcy representations or (ii) the rates of other comparably skilled professionals.

- b. **Question:** Do any of the Kirkland professionals in this engagement vary their rate based on the geographic location of the Debtors’ chapter 11 cases?

**Answer:** No. The hourly rates used by Kirkland in representing the Debtors are consistent with the rates that Kirkland charges other comparable chapter 11 clients, regardless of the location of the chapter 11 case.

- c. **Question:** If Kirkland has represented the Debtors in the 12 months prepetition, disclose Kirkland’s billing rates and material financial terms for the prepetition engagement, including any adjustments during the 12 months prepetition. If Kirkland’s billing rates and material financial terms have changed postpetition, explain the difference and the reasons for the difference.

**Answer:** Kirkland's current hourly rates for services rendered on behalf of the Debtors from January 1, 2020 range as follows:<sup>8</sup>

Billing Category	U.S. Range
Partners	\$1,075-\$1,845
Of Counsel	\$625-\$1,845
Associates	\$610-\$1,165
Paraprofessionals	\$245-\$460

Kirkland's hourly rates for services rendered on behalf of the Debtors from June 29, 2019 to December 31, 2019 ranged as follows:

Billing Category	U.S. Range
Partners	\$1,025-\$1,795
Of Counsel	\$595-\$1,705
Associates	\$595-\$1,125
Paraprofessionals	\$235-\$460

- d. **Question:** Have the Debtors approved Kirkland's budget and staffing plan, and, if so, for what budget period?

**Answer:** Yes, for the period from June 29, 2020 through September 30, 2020.

#### **Kirkland's Disinterestedness**

20. In connection with its proposed retention by the Debtors in these chapter 11 cases, Kirkland undertook to determine whether it had any conflicts or other relationships that might cause it not to be disinterested or to hold or represent an interest adverse to the Debtors. Specifically, Kirkland obtained from the Debtors and their representatives the names of individuals and entities that may be parties in interest in these chapter 11 cases (the "Potential Parties in Interest") and such parties are listed on **Schedule 1** hereto. Kirkland has searched on its electronic database for its connections to the entities listed on **Schedule 1** hereto. In addition, after Kirkland identified all client connections with the Potential Parties in Interest over a specified time period,

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<sup>8</sup> While the rate ranges provided for in this Application may change if an individual leaves or joins Kirkland, and if any such individual's billing rate falls outside the ranges disclosed above, Kirkland does not intend to update the ranges for such circumstances.

Kirkland circulated a survey email to all Kirkland attorneys who billed 10 or more hours to such clients during the prior six years. Further, beyond the individual emails, Kirkland sent a daily report of new matters firm wide. All Kirkland attorneys are responsible for reviewing the daily report of new matters and raising any potential concerns with respect to new representations. The Debtors did not receive any answers in the affirmative to these emails. Additionally, to the extent that I have been able to ascertain that Kirkland has been retained within the last three years to represent any of the Potential Parties in Interest (or their affiliates, as the case may be) in matters unrelated to these cases, such facts are disclosed on **Schedule 2** attached hereto.

21. Kirkland and certain of its partners and associates may have in the past represented, may currently represent, and likely in the future will represent, entities that may be parties in interest in these chapter 11 cases in connection with matters unrelated (except as otherwise disclosed herein) to the Debtors and these chapter 11 cases. Kirkland has searched on its electronic database for its connection to the entities listed on **Schedule 1** attached hereto. The information listed on **Schedule 1** may have changed without our knowledge and may change during the pendency of these chapter 11 cases. Accordingly, Kirkland will update this Declaration as necessary and when Kirkland becomes aware of additional material information. The following is a list of the categories that Kirkland has searched:<sup>9</sup>

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<sup>9</sup> Kirkland's inclusion of parties in the following Schedules is solely to illustrate Kirkland's conflict search process and is not an admission that any party has a valid claim against the Debtors or that any party properly belongs in the schedules or has a claim or legal relationship to the Debtors of the nature described in the schedules.

<b>Schedule</b>	<b>Category</b>
1(a)	Entities Affiliated with the Debtors
1(b)	Current and Recent Former Directors and Officers
1(c)	Shareholders
1(d)	Banks
1(e)	Employee & Retiree Benefits
1(f)	Governmental & Retiree Benefits
1(g)	Insurance, LC, & Surety Parties
1(h)	Landlords
1(i)	Lenders
1(j)	Litigation Parties
1(k)	Other Contract Counterparties
1(l)	Professionals
1(m)	Railcar lessors
1(n)	Royalties Interest Lease Counterparties
1(o)	Significant Competitors
1(p)	Significant Customers
1(q)	Top 50 Creditors
1(r)	Unions
1(s)	Utilities
1(t)	Vendors
1(u)	U.S. Trustee, Personnel, Judges, and court contacts for the Southern District of Texas

22. To the best of my knowledge, (a) Kirkland is a “disinterested person” within the meaning of section 101(14) of the Bankruptcy Code, as required by section 327(a) of the Bankruptcy Code, and does not hold or represent an interest adverse to the Debtors’ estates and (b) Kirkland has no connection to the Debtors, their creditors, or other parties in interest, except as may be disclosed in this Declaration.

23. Listed on **Schedule 2** to this Declaration are the results of Kirkland’s conflicts searches of the above-listed entities.<sup>10</sup> For the avoidance of doubt, Kirkland will not commence a

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<sup>10</sup> As referenced in **Schedule 2**, the term “current client” means an entity listed as a client in Kirkland’s conflicts search system to whom time was posted in the 12 months preceding the Petition Date. As referenced in **Schedule 2**, the term “former client” means an entity listed as a client in Kirkland’s conflicts search system to whom time was posted between 12 and 36 months preceding the Petition Date. As referenced in **Schedule 2**, the term “closed client” means an entity listed as a client in Kirkland’s conflicts search system to whom time was

cause of action in these chapter 11 cases against the entities listed on **Schedule 2** that are current clients of Kirkland (including entities listed below under the “Specific Disclosures” section of this Declaration) unless Kirkland has an applicable waiver on file or first receives a waiver from such entity allowing Kirkland to commence such an action. To the extent that a waiver does not exist or is not obtained from such entity and it is necessary for the Debtors to commence an action against that entity, the Debtors will be represented in such particular matter by conflicts counsel.<sup>11</sup>

24. Of the entities listed on **Schedule 2**, only The Blackstone Group (together with its affiliated investment funds, “Blackstone”) represented more than one percent of Kirkland’s fee receipts for the twelve-month period ending on June 30, 2020.<sup>12</sup> Several of Blackstone’s affiliates are contract counterparties and vendors in these chapter 11 cases. All prior and current representations of Blackstone have been in matters unrelated to these chapter 11 cases. I do not believe that any current or former representation of Blackstone precludes Kirkland from meeting the disinterestedness standard under the Bankruptcy Code.

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posted in the 36 months preceding the Petition Date, but for which the client representation has been closed. Whether an actual client relationship exists can only be determined by reference to the documents governing Kirkland’s representation rather than its potential listing in Kirkland’s conflicts search system. The list generated from Kirkland’s conflicts search system is over-inclusive. As a general matter, Kirkland discloses connections with “former clients” or “closed clients” for whom time was posted in the last 36 months, but does not disclose connections if time was billed more than 36 months before the Petition Date.

<sup>11</sup> In the coming days, the Debtors also are seeking to retain and employ DLA Piper LLP (US) as conflicts counsel pursuant to the *Debtors’ Application to Employ and Retain DLA Piper LLP (US) as Counsel to the Disinterested Managers of Covia Holdings Corporation Pursuant to Sections 327(e), 328(a) and 1107(b) of the Bankruptcy Code and Bankruptcy Rule 2014 Nunc Pro Tunc to the Petition Date*.

Contemporaneously with the filing of the Application, the Debtors are also seeking to retain and employ Kobre & Kim LLP as special litigation counsel pursuant to the *Debtors’ Application for Entry of an Order (I) Pursuant to Sections 327(e), 328(a), and 1107(b) of the Bankruptcy Code Authorizing and Approving the Employment and Retention of Kobre & Kim LLP as Special Litigation Counsel for the Debtors and Debtors In Possession Effective as of June 29, 2020 and (II) Granting Related Relief*.

<sup>12</sup> Specific percentages will be disclosed to the Office of the U.S. Trustee upon request.

25. Kirkland's conflicts search of the entities listed on Schedules 1(a) – 1(u) (that Kirkland was able to locate using its reasonable efforts) reveals, to the best of my knowledge, that those Kirkland attorneys and paraprofessionals who previously worked at other law firms that represented such entities in these chapter 11 cases have not worked on matters relating to the Debtors' restructuring efforts while at Kirkland.

26. Based on the conflicts search conducted to date and described herein, to the best of my knowledge, neither I, Kirkland, nor any partner or associate thereof, insofar as I have been able to ascertain, have any connection with the Debtors, their creditors, or any other parties in interest, their respective attorneys and accountants, the United States Trustee for the Southern District of Texas (the "U.S. Trustee"), any person employed by the U.S. Trustee, or any Bankruptcy Judge currently serving on the United States Bankruptcy Court for the Southern District of Texas, except as disclosed or otherwise described herein.

27. Kirkland will review its files periodically during the pendency of these chapter 11 cases to ensure that no conflicts or other disqualifying circumstances exist or arise. If any new relevant facts or relationships are discovered or arise, Kirkland will use reasonable efforts to identify such further developments and will promptly file a supplemental declaration, as required by Bankruptcy Rule 2014(a).

28. Generally, it is Kirkland's policy to disclose entities in the capacity that they first appear in a conflicts search. For example, if an entity already has been disclosed in this Declaration in one capacity (*e.g.*, a customer), and the entity appears in a subsequent conflicts search in a different capacity (*e.g.*, a vendor), Kirkland does not disclose the same entity again in supplemental declarations, unless the circumstances are such in the latter capacity that additional disclosure is required.

29. From time to time, Kirkland has referred work to other professionals to be retained in these chapter 11 cases. Likewise, certain such professionals have referred work to Kirkland.

30. Certain insurance companies pay the legal bills of Kirkland clients. Some of these insurance companies may be involved in these chapter 11 cases. None of these insurance companies, however, are Kirkland clients as a result of the fact that they pay legal fees on behalf of Kirkland clients.

### **Specific Disclosures**

31. As specifically set forth below and in the attached exhibits, Kirkland represents certain of the Debtors' creditors, equity security holders, or other entities that may be parties in interest in ongoing matters unrelated to the Debtors and these chapter 11 cases. None of the representations described herein are materially adverse to the interests of the Debtors' estates. Moreover, pursuant to section 327(c) of the Bankruptcy Code, Kirkland is not disqualified from acting as the Debtors' counsel merely because it represents certain of the Debtors' creditors, equity security holders, or other entities that may be parties in interest in matters unrelated to these chapter 11 cases.

#### **A. Connections to Holders of Equity Interests in the Debtors.**

32. As disclosed on Schedule 2, certain of the Debtors' equity holders are current, former, or closed clients of Kirkland. All current and prior Kirkland representations of such equity holders have been in matters unrelated to the Debtors or these chapter 11 cases. Kirkland has not and will not represent these equity holders in matters related to the Debtors or their chapter 11 cases during the pendency of these chapter 11 cases. I do not believe that Kirkland's current or prior representation of such equity holders precludes Kirkland from meeting the disinterestedness standard under the Bankruptcy Code.

**B. Connections to Certain Lending Institutions.**

33. As disclosed on Schedule 2, Kirkland currently represents, and in the past has represented, certain of the Debtors' secured lenders and/or certain of their affiliates (collectively, the "Secured Lending Institutions") in a variety of matters. The Secured Lending Institutions are each lenders under the Debtors' prepetition term loan. All of Kirkland's current and former representations of the Secured Lending Institutions have been in matters unrelated to the Debtors and these chapter 11 cases. Kirkland has not and will not represent the Secured Lending Institutions in any matters related to the Debtors' chapter 11 cases. I do not believe that Kirkland's current or former representation of the Secured Lending Institutions precludes Kirkland from meeting the disinterestedness standard under the Bankruptcy Code.

34. As disclosed on Schedule 2, Kirkland currently represents, and in the past has represented, PNC Bank, N.A., Bank of America, N.A., Wells Fargo, N.A., and HSBC Holdings plc and/or certain of their affiliates (collectively, the "Banking Institutions") in a variety of matters. The Banking Institutions are each entities with whom the Debtors have banking relationships. All of Kirkland's current and former representations of the Banking Institutions have been in matters unrelated to the Debtors and these chapter 11 cases. Kirkland has not and will not represent the Banking Institutions in any matters related to the Debtors' chapter 11 cases. I do not believe that Kirkland's current or former representation of the Banking Institutions precludes Kirkland from meeting the disinterestedness standard under the Bankruptcy Code.

35. Kirkland currently represents, and in the past has represented, Barclays Bank PLC and/or certain of its affiliates ("Barclays"), in a variety of matters. Barclays is the administrative agent under the Debtors' prepetition term loan. All of Kirkland's current and former representations of Barclays are unrelated to the Debtors and these chapter 11 cases. Kirkland has

not and will not represent Barclays in any matters related to the Debtors' chapter 11 cases. I do not believe that Kirkland's representation of Barclays precludes Kirkland from meeting the disinterestedness standard under the Bankruptcy Code.

**C. Connections to Railcar and Lease Counterparties.**

36. As disclosed on Schedule 2, Kirkland currently represents, and formerly has represented, Bank of America, N.A. ("Bank of America") and certain of its affiliates, in a variety of matters. An affiliate of Bank of America is a railcar lease counterparty in these chapter 11 cases. Kirkland's representations of Bank of America, in the aggregate, accounted for less than one percent of Kirkland's fee receipts for the twelve-month period ending on June 30, 2020. All of Kirkland's current and former representations of Bank of America have been unrelated to the Debtors and these chapter 11 cases. Kirkland has not and will not represent Bank of America or its affiliates in any matters related to the Debtors or these chapter 11 cases. I do not believe that Kirkland's representation of Bank of America or its affiliates precludes Kirkland from meeting the disinterestedness standard under the Bankruptcy Code.

37. As disclosed on Schedule 2, Kirkland currently represents, and formerly has represented, Wells Fargo Bank, N.A. ("Wells Fargo") and certain of its affiliates, in a variety of matters. An affiliate of Wells Fargo is a railcar lease counterparty in these chapter 11 cases. Kirkland's representations of Wells Fargo, in the aggregate, accounted for less than one percent of Kirkland's fee receipts for the twelve-month period ending on June 30, 2020. All of Kirkland's current and former representations of Wells Fargo have been unrelated to the Debtors and these chapter 11 cases. Kirkland has not and will not represent Wells Fargo or its affiliates in any matters related to the Debtors or these chapter 11 cases. If it is necessary for Kirkland to represent Wells Fargo or its affiliates or to commence an action against Wells Fargo or its affiliates, the Debtors

will be represented by Kobre & Kim. I do not believe that Kirkland's representation of Wells Fargo or its affiliates precludes Kirkland from meeting the disinterestedness standard under the Bankruptcy Code.

38. As disclosed on Schedule 2, Kirkland currently represents, and formerly has represented, Siemens Corporation ("Siemens") and certain of its affiliates, in a variety of matters. An affiliate of Siemens is a railcar lease counterparty in these chapter 11 cases. Kirkland's representations of Siemens, in the aggregate, accounted for less than one percent of Kirkland's fee receipts for the twelve-month period ending on June 30, 2020. All of Kirkland's current and former representations of Siemens have been unrelated to the Debtors and these chapter 11 cases. Kirkland has not and will not represent Siemens or its affiliates in any matters related to the Debtors or these chapter 11 cases. If it is necessary for Kirkland to represent Siemens or its affiliates or to commence an action against Siemens or its affiliates, the Debtors will be represented by Kobre & Kim. I do not believe that Kirkland's representation of Siemens or its affiliates precludes Kirkland from meeting the disinterestedness standard under the Bankruptcy Code.

39. As disclosed on Schedule 2, Kirkland currently represents, and formerly has represented, Caterpillar Corporation ("Caterpillar") and certain of its affiliates, in a variety of matters. An affiliate of Caterpillar is a lease counterparty in these chapter 11 cases. Kirkland's representations of Caterpillar, in the aggregate, accounted for less than one percent of Kirkland's fee receipts for the twelve-month period ending on June 30, 2020. All of Kirkland's current and former representations of Caterpillar have been unrelated to the Debtors and these chapter 11 cases. Kirkland has not and will not represent Caterpillar in any matters related to the Debtors and these chapter 11 cases. I do not believe that Kirkland's representation of Caterpillar precludes Kirkland from meeting the disinterestedness standard under the Bankruptcy Code.

**D. Connections to Other Entities.**

40. As disclosed on Schedule 2, certain parties in interest in these chapter 11 cases are current or former Kirkland restructuring clients, including: Avaya, Inc., Calpine Corp., Frontier Communications Corp., Windstream Corp., GenOn Energy, Inc., [REDACTED], and [REDACTED] (collectively, the “Restructuring Parties”). Kirkland will not represent the Debtors, the Debtors’ non-Debtor affiliates, or other entities associated with the Debtors in any matter related to the Restructuring Parties’ restructuring matters. Similarly, Kirkland will not represent the Restructuring Parties against the Debtors in these chapter 11 cases. Kirkland’s representation of the Restructuring Parties is unrelated to these chapter 11 cases or Kirkland’s representation of the Debtors. I do not believe that any of Kirkland’s current or former representations of the Restructuring Parties precludes Kirkland from meeting the disinterestedness standard under the Bankruptcy Code.

**E. Other Chapter 11 Professionals.**

41. As disclosed in Schedule 2 attached hereto, Kirkland currently represents, and formerly has represented, certain affiliates, subsidiaries, and entities associated with various professionals that the Debtors seeks to retain in connection with these chapter 11 cases. All prior and current Kirkland representations of these professionals have been in matters unrelated to the Debtors and these chapter 11 cases. Kirkland has not represented and will not represent any such professionals in connection with any matter in these chapter 11 cases. I do not believe that Kirkland’s current or prior representation of these professionals precludes Kirkland from meeting the disinterestedness standard under the Bankruptcy Code.

42. On June 30, 2020, the Court approved Prime Clerk LLP (“Prime Clerk”) as the Debtors’ notice and claims agent.<sup>13</sup> Certain former Kirkland attorney are currently employed by Prime Clerk. Though previously employed by Kirkland, any work provided by these former Kirkland attorneys was unrelated to the Debtors or these chapter 11 cases. As disclosed in **Schedule 2** attached hereto, Kirkland has represented and currently represents Prime Clerk in matters unrelated to the Debtors and these chapter 11 cases. I do not believe that Kirkland’s current and prior representation of Prime Clerk precludes Kirkland from meeting the disinterestedness standard under the Bankruptcy Code.

43. The Debtors’ proposed financial advisor and investment banker is PJT Partners LP (“PJT”) for these chapter 11 cases. As disclosed in **Schedule 2** attached hereto, Kirkland represents certain of PJT’s direct or indirect affiliates in matters unrelated to the Debtors and these chapter 11 cases. Kirkland has not and will not represent PJT in matters related to the Debtors or their chapter 11 cases. I do not believe that Kirkland’s representation of these parties precludes Kirkland from meeting the disinterestedness standard under the Bankruptcy Code

44. The Debtors’ proposed restructuring advisor is AlixPartners LLP (“Alix”) for these chapter 11 cases. As disclosed in **Schedule 2** attached hereto, Kirkland represents certain of Alix’s direct or indirect affiliates in matters unrelated to the Debtors and these chapter 11 cases. Kirkland has not and will not represent Alix in matters related to the Debtors or their chapter 11 cases. I do not believe that Kirkland’s representation of these parties precludes Kirkland from meeting the disinterestedness standard under the Bankruptcy Code.

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<sup>13</sup> See Order Authorizing the Employment and Retention of Prime Clerk LLC as Claims, Noticing, and Solicitation Agent [Docket No. 35].

45. The Debtors intend to seek approval of Ernst & Young LLP (“EY”) as their auditor for these chapter 11 cases. As disclosed in Schedule 2 attached hereto, Kirkland has represented and currently represents EY and related entities in matters unrelated to the Debtors or these chapter 11 cases. Kirkland has not and will not represent EY in matters related to the Debtors or these chapter 11 cases. I do not believe that Kirkland’s current and former representations of EY preclude Kirkland from meeting the disinterestedness standard under the Bankruptcy Code.

46. The Debtors intend to seek approval of KPMG LLP (“KPMG”) to provide tax consulting services for these chapter 11 cases. As disclosed in Schedule 2 attached hereto, Kirkland has represented and currently represents KPMG and related entities in matters unrelated to the Debtors or these chapter 11 cases. Kirkland has not and will not represent KPMG in matters related to the Debtors or these chapter 11 cases. I do not believe that Kirkland’s current and former representations of KPMG preclude Kirkland from meeting the disinterestedness standard under the Bankruptcy Code.

47. The ad hoc group of term loan lenders has retained Paul, Weiss, Rifkind, Wharton & Garrison LLP (“Paul Weiss”) as its counsel in the Debtors’ chapter 11 cases. As disclosed in Schedule 2 attached hereto, Kirkland formerly represented Paul Weiss in matters unrelated to the Debtors and these chapter 11 cases. Certain former Kirkland attorneys and professionals currently are employed by Paul Weiss. Though previously employed by Kirkland, any work provided by these prior Kirkland employees was unrelated to the Debtors and these chapter 11 cases. I do not believe that these connections preclude Kirkland from meeting the disinterestedness standard under the Bankruptcy Code.

48. The ad hoc group of term loan lenders have retained Centerview Partners LLC (“Centerview”) as their financial advisor in the Debtors’ chapter 11 cases. As disclosed in

**Schedule 2** attached hereto, Kirkland currently represents and formerly has represented Centerview in matters unrelated to the Debtors and these chapter 11 cases. Kirkland has not and will not represent Centerview in connection with matters related to the Debtors or these chapter 11 cases. I do not believe that these connections preclude Kirkland from meeting the disinterestedness standard under the Bankruptcy Code.

**F. Kirkland Attorney and Employee Investments.**

49. From time to time, Kirkland partners, of counsel, associates, and employees personally invest in mutual funds, retirement funds, private equity funds, venture capital funds, hedge funds, and other types of investment funds (the “Investment Funds”), through which such individuals indirectly acquire an interest in debt or equity securities of many companies, one of which may be one of the Debtors, their creditors, or other parties in interest in these chapter 11 cases, often without Kirkland’s knowledge. Each Kirkland person generally owns substantially less than one percent of such Investment Fund, does not manage or otherwise control such Investment Fund, and has no influence over the Investment Fund’s decision to buy, sell, or vote any particular security. The Investment Fund is generally operated as a blind pool, meaning that when the Kirkland persons make an investment in the Investment Fund, he, she, or they do not know what securities the blind pool Investment Fund will purchase or sell, and have no control over such purchases or sales.

50. From time to time one or more Kirkland partners and of counsel voluntarily choose to form an entity (a “Passive-Intermediary Entity”) to invest in one or more Investment Funds. Such Passive-Intermediary Entity is composed only of persons who were Kirkland partners and of counsel at the time of the Passive-Intermediary Entity’s formation (although some may later become former Kirkland partners and of counsel). Participation in such a Passive-Intermediary

Entity is wholly voluntary and only a portion of Kirkland's partners and of counsel choose to participate. The Passive-Intermediary Entity generally owns substantially less than one percent of any such Investment Fund, does not manage or otherwise control such Investment Fund, and has no influence over the Investment Fund's decision to buy, sell, or vote any particular security. Each Investment Fund in which a Passive-Intermediary Entity invests is operated as a blind pool, so that the Passive-Intermediary Entity does not know what securities the blind pool Investment Funds will purchase or sell, and has no control over such purchases or sales. And, indeed, the Passive-Intermediary Entity often arranges for statements and communications from certain Investment Funds to be sent solely to a blind administrator who edits out all information regarding the identity of the Investment Fund's underlying investments, so that the Passive-Intermediary Entity does not learn (even after the fact) the identity of the securities purchased, sold, or held by the Investment Fund. To the extent the Passive-Intermediary Entity is or becomes aware of the identity of the securities purchased, sold, or held by the Investment Funds ("Known Holdings"), such Known Holdings are submitted to Kirkland's conflict checking system.

51. From time to time, Kirkland partners, of counsel, associates, and employees personally directly acquire a debt or equity security of a company which may be (or become) one of the Debtors, their creditors, or other parties in interest in these chapter 11 cases. Kirkland has a long-standing policy prohibiting attorneys and employees from using confidential information that may come to their attention in the course of their work, so that all Kirkland attorneys and employees are barred from trading in securities with respect to which they possess confidential information.

**G. Former Clerks.**

52. The following Kirkland employees had clerkships in the Southern District of Texas during the last three years (together, the “Former Clerks”). I do not believe that the Former Clerk’s work for the Court precludes Kirkland from meeting the disinterestedness standard under the Bankruptcy Code.

53. Camille E. Peeples is a Kirkland associate who clerked with the Honorable Andrew S. Hanen in the United States District Court for the Southern District of Texas from 2018 to 2019. Ms. Peeples began working at Kirkland in September 2019, and had no connection with the Debtors’ chapter 11 cases while working for the Court. I do not believe that Ms. Peeples’ work for the Court precludes Kirkland from meeting the disinterestedness standard under the Bankruptcy Code.

54. Anna E. Swanson is a Kirkland associate who clerked with the Honorable Alfred H. Bennett in the United States District Court for the Southern District of Texas from August 2017 to August 2019. Ms. Swanson began working at Kirkland in September 2019, and had no connection with the Debtors’ chapter 11 cases while working for the Court. I do not believe that Ms. Swanson’s work for the Court precludes Kirkland from meeting the disinterestedness standard under the Bankruptcy Code.

55. Mya L. Johnson is a Kirkland associate who was a law clerk for the Honorable Stephen Smith of the United States District Court for the Southern District of Texas from August 2017 to July 2018. Ms. Johnson began working at Kirkland in September 2018 and had no connection with the Debtors’ chapter 11 cases while working for the court. I do not believe that Ms. Johnson’s work for the Court precludes Kirkland from meeting the disinterestedness standard under the Bankruptcy Code.

**H. Other Disclosures.**

56. Finally, certain interrelationships exist among the Debtors. Nevertheless, the Debtors have advised Kirkland that the Debtors' relationships to each other do not pose any conflict of interest because of the general unity of interest among the Debtors. Insofar as I have been able to ascertain, I know of no conflict of interest that would preclude Kirkland's joint representation of the Debtors in these chapter 11 cases.

57. Emily Flynn is a restructuring associate in Kirkland's Chicago office. Ms. Flynn's father, Patrick M. Flynn, is currently serving as local counsel for the United Steelworkers ("USW"), a labor union representing certain of the Debtors' employees in connection with the Debtors' chapter 11 cases. I do not believe that Ms. Flynn's connection to an attorney representing certain creditors of the Debtors creates a conflict of interest, but I have disclosed this connection out of an abundance of caution.

58. The spouse of Kirkland partner Helen E. Witt, P.C. is a managing director of JPMorgan Chase & Co. JPMorgan Chase Bank, N.A. and certain of its affiliates are among the holders of the Debtors' common stock. Out of an abundance of caution, Kirkland has instituted formal screening measures to screen Ms. Witt from all aspects of Kirkland's representation of the Debtors.

59. James H.M. Sprayregen, a Kirkland partner, worked as an attorney at Kirkland from July 1990 until June 2006 and rejoined the firm in December 2008. From June 2006 until December 2008, prior to rejoining the firm, Mr. Sprayregen was co-head of the restructuring group of Goldman Sachs Americas, where he advised U.S. and international clients in restructuring and distressed situations. Certain affiliates of Goldman Sachs are holders of equity interests in the Debtors. As described above, Goldman Sachs is a client of the firm and is disclosed on Schedule

1(m) attached hereto. I do not believe that Mr. Sprayregen's prior employment at Goldman Sachs precludes Kirkland from meeting the disinterestedness standard under the Bankruptcy Code.

60. Furthermore, certain Kirkland attorneys represent clients that may be adverse to Kirkland's current and former restructuring clients. These attorneys (the "Screened Kirkland Attorneys") will not perform work in connection with Kirkland's representation of the Debtors and will not have access to confidential information related to the representation. Kirkland's formal ethical screen provides sufficient safeguards and procedures to prevent imputation of conflicts by isolating the Screened Kirkland Attorneys and protecting confidential information.

61. Under Kirkland's screening procedures, Kirkland's conflicts department distributes a memorandum to all Kirkland attorneys and legal assistants directing them as follows: (a) not to discuss any aspects of Kirkland's representation of the Debtors with the Screened Kirkland Attorneys; (b) to conduct meetings, phone conferences, and other communications regarding Kirkland's representation of the Debtors in a manner that avoids contact with the Screened Kirkland Attorneys; (c) to take all measures necessary or appropriate to prevent access by the Screened Kirkland Attorneys to the files or other information related to Kirkland's representation of the Debtors; and (d) to avoid contact between the Screened Kirkland Attorneys and all Kirkland personnel working on the representation of the Debtors unless there is a clear understanding that there will be no discussion of any aspects of Kirkland's representation of the Debtors. Furthermore, Kirkland already has implemented procedures to block the Screened Kirkland Attorneys from accessing files and documents related to the Debtors that are stored in Kirkland's electronic document managing system.

**Affirmative Statement of Disinterestedness**

62. Based on the conflicts search conducted to date and described herein, to the best of my knowledge and insofar as I have been able to ascertain, (a) Kirkland is a “disinterested person” within the meaning of section 101(14) of the Bankruptcy Code, as required by section 327(a) of the Bankruptcy Code, and does not hold or represent an interest adverse to the Debtors’ estates and (b) Kirkland has no connection to the Debtors, their creditors, or other parties in interest, except as may be disclosed herein.

Pursuant to 28 U.S.C. § 1746, I declare under penalty of perjury that the foregoing is true and correct to the best of my knowledge and belief.

Dated: July 8, 2020

Respectfully submitted,

/s/ Jonathan S. Henes

Jonathan S. Henes  
as President of Jonathan S. Henes, P.C., as  
Partner of Kirkland & Ellis LLP; and as Partner  
of Kirkland & Ellis International LLP

### **Schedule 1**

The following lists contain the names of reviewed entities as described more fully in the *Declaration of Jonathan S. Henes in Support of the Debtors' Application for the Entry of an Order Authorizing the Retention and Employment of Kirkland & Ellis LLP and Kirkland & Ellis International LLP as Attorneys for the Debtors and Debtors in Possession Effective as of June 29, 2020* (the “Henes Declaration”).<sup>1</sup> Where the names of the entities reviewed are incomplete or ambiguous, the scope of the search was intentionally broad and inclusive, and Kirkland & Ellis LLP and Kirkland & Ellis International LLP reviewed each entity in its records, as more fully described in the Henes Declaration, matching the incomplete or ambiguous name.

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<sup>1</sup> Capitalized terms used but not otherwise defined herein shall have the meanings set forth in the Henes Declaration.

## SCHEDULE 1

### List of Schedules

<u>Schedule</u>	<u>Category</u>
1(a)	Entities Affiliated with the Debtors
1(b)	Current and Recent Former Directors and Officers
1(c)	Shareholders
1(d)	Banks
1(e)	Employee & Retiree Benefits
1(f)	Governmental/Regulatory Agencies
1(g)	Insurance, LC, & Surety Parties
1(h)	Landlords
1(i)	Lenders
1(j)	Litigation Parties
1(k)	Other Contract Counterparties
1(l)	Professionals
1(m)	Railcar Lessors
1(n)	Royalties Interest Lease Counterparties
1(o)	Significant Competitors
1(p)	Significant Customers
1(q)	Top 50 Creditors
1(r)	Unions
1(s)	Utilities
1(t)	Vendors
1(u)	U.S. Trustee Personnel, Judges, and court contacts for the Southern District of Texas

**SCHEDULE 1(a)****Entities Affiliated with the Debtors**

909273 Ontario Inc.	Santrol (Yixing) Proppant Co. Ltd.
Alpha Resins LLC	Santrol de Mexico S. de RL de CV
Aquila Mineral Co.	Self-Suspending Proppant LLC
Best Sand Corp.	Servicios Integrales Lampazos S. de RL de
Best Sand of Pennsylvania Inc.	CV
Bison Merger Sub I LLC	Shakopee Sand LLC
Black Lab LLC	Specialty Sands Inc.
Blue Earth Properties LLC	Standard Sand Corp.
Cheyenne Sand Corp.	Technimat LLC
Construction Aggregates Corp. of Michigan Inc.	Technisand Canada Sales Ltd.
Covia Canada Ltd.	Technisand Inc.
Covia Europe ApS	Tinaco Feldspar Co. LLC
Covia Finance Company LLC	Unimin Patriot Holdings LLC
Covia Financing LLC	Unimin Wisconsin Equipment Corp.
Covia Holdings Corp.	Unisil Corp.
Covia ISP Inc.	Wedron Silica Co.
Covia Lime LLC	West Texas Housing LLC
Covia Opportunity Fund I	Wexford Sand Co.
Covia Specialty Minerals Inc.	Winchester & Western Railroad Co.
Dewey Resources LLC	Wisconsin Industrial Sand Co. LLC
Fairmount Logistics LLC	Wisconsin Specialty Sands Inc.
Fairmount Minerals LLC	
Fairmount Minerals Sales de Mexico S. de RL de CV	
Fairmount Santrol Inc.	
Fairmount Water Solutions LLC	
FML Alabama Resin Inc.	
FML Resin LLC	
FML Sand LLC	
FML Terminal Logistics LLC	
FMSA Inc.	
Grupo Materias Primas de Mexico S. de RL de CV	
Grupo Materias Primas S. de RL de CV	
Lake Shore Sand Co. (Ontario) Ltd.	
Materias Primas Minerales de Ahuazotepec S. de RL de CV	
Materias Primas Monterrey S. de RL de CV	
Mineral Visions Inc.	
Patriot Proppants Arkansas LLC	
Polymorphous Mineral Investment Corp.	

**SCHEDEULE 1(b)****Current and Recent Former Directors and Officers**

Albaugh, Stan	Kelly, William P.
Aloy, Reynaldo	Kilbane, Janet
Aown, Bryan	Labroue, Jean-Pierre
Atkins, Scott	Lambrechts, Olivier
Banker, Colby	Larson, Bob
Barrus, Mark E.	LeBaron, Matthew F.
Berry, Cameron	Lenahan, Mike
Berry, Cameron J.	Lieto, Aaron
Biehl, Michael F.	Lind, Steve
Burke, Erin M.	Loix, Benny
Clancey, Gerald L.	Losee, Douglas
Collins, Charles	Magaud, George
Conway, William E.	Mehta, Vinay
Corrigan, Kevin	Migyanko, Joe
Crandall, David	Miraval, Jack
Crandall, David J.	Mullet, Greg
Decat, Kurt	Navarre, Richard A.
Deckard, Jennfier D.	Nystrom, Erik
Deckard, Jenniffer	O'Donnell, Rory F.
Deleersnyder, Jean-Luc	O'Donnell, Rory F., Jr.
Delloye, Michel	O'Brien, Andrew
Demasi, Meghan	Oskam, Mark
Duran, Joaquin	Pezanoski, Michelle
Egleston, Indrani	Pollack, Matthew L.
Eich, Andrew D.	Reynolds, Chadwick P.
Esposito, Barry	Richardson, Brian J.
Feicks, Keith	Sand, Michael E.
Fife, Lisa M.	Scofield, Jeffrey B.
Foo, John	Sedillos, Lia
Fowler, Charles	Sherman, Eric R.
Fowler, Charles D.	Solazzo, Richard M.
Fox, Jennifer	Styers, Mark
Garza, Manuel	Westbrook, Eric
Gehrlein, Jennifer	Westmoreland, Steve
Gehrlein, Jennifer L.	Zove, Douglas
Gennari, Paolo	
Gerber, Dan	
Hadden, Stephen J.	
Hauzie, Rob	
Hauzie, Robert	
Hritz, Todd	
Jones, Campbell J.	

**SCHEDULE 1(c)****Shareholders**

ABN AMRO Clearing Chicago LLC	Fifth Third Bank
Amalgamated Bank	Folio Investments Inc.
American Enterprise Investment Services Inc.	Foo, John
American Stock Transfer & Trust Co. LLC	Glenmede Trust Co. NA
Apex Clearing Corp.	GMP Securities LP
Axos Clearing Corp.	Goldman Sachs & Co. LLC
Bank of America NA	Hilltop Securities Inc.
Bank of New York Mellon Corp., The	HRT Financial LLC
Bank of Nova Scotia, The	HSBC Bank USA NA
Barclays Bank Plc New York Branch	Interactive Borkers Retail Equity Clearing
Barclays Capital Inc.	INTL FCStone Financial Inc.
BB&T Securities	Janney Montgomery Scott LLC
BBS Securities Inc.	JP Morgan Chase Bank
BMO Capital Markets Corp.	JP Morgan Proprietary Asset Account
BMO Harris Bank NA Trust	JP Morgan Securities LLC
BMO Nesbitt Burns Inc.	JPMorgan Chase Bank Correspondance Clearing Services 2
BNP Paribas New York Branch	JPMorgan Chase Bank NA
BNY Mellon Wealth Management	Keybank NA
BofA Securities Inc.	Laurentian Bank Securities Inc.
Brown Brothers Harriman & Co.	LPL Financial Corp.
Canaccord Genuity Corp.	Manufacturers & Traders Trust Co.
CDS Clearing & Depositary Services Inc.	Manulife Securities Inc.
Cetera Investment Services LLC	Merrill Lynch Pierce Fenner & Smith Inc.
Charles Schwab & Co. Inc.	Morgan Stanley & Co. LLC
CIBC World Markets Inc.	Morgan Stanley Smith Barney LLC
Citadel Securities LLC	National Bank Financial Inc.
Citibank NA	National Financial Services
Citigroup Global Markets Inc.	Nomura Securities International Inc.
Comerica Bank	Northern Trust Co., The
Credential Securities Inc.	Odlum Brown Ltd.
Credit Suisse Securities (USA) LLC	Oppenheimer & Co. Inc.
Crest International Nominees Ltd.	Pershing LLC
DA Davidson & Co.	PI Financial Corp.
Davenport & Co. LLC	PNC Bank NA
Desjardin Securities Inc.	Questrade Inc.
Deutsch Bank AG, Frankfurt Branch	Raymond James & Associates Inc.
Deutsche Bank Securities Inc.	Raymond James Ltd.
E*TRADE Securities LLC	RBC Capital Markets LLC
Edward D. Jones & Co. LLP	RBC Dominion Securities Inc.
Edward Jones Investments	Reliance Trust Co.
Fidelity Clearing Canada	Robert W. Baird & Co. Inc.

Robinhood Securities LCC  
Sanford Bernstein & Co. LLC  
Scotia Capital (USA) Inc.  
Scotia Capital Inc.  
SEI Private Trust Co.  
SG Americas Securities LLC  
Sibelco  
SSB Blackrock Institutional Trust  
SSB&T Co. - Client Custody Services  
State Street Bank & Trust Co.  
State Street Total ETF  
State Teachers Retirement System of Ohio  
Stifel Nicolaus & Co. Inc.  
Stockcross Financial Services Inc.  
TD Ameritrade Clearing Inc.  
TD Waterhouse Canada Inc.  
TradeStation Securities Inc.  
Truist Bank  
U.S. Bancorp Investments Inc.  
U.S. Bank NA  
UBS AG Stamford Branch  
UBS Financial Services Inc.  
UBS Securities LLC  
Vanguard Marketing Corp.  
Virtu Americas LLC  
Wedbush Securities Inc.  
Wells Fargo Bank NA  
Wells Fargo Clearing Services LLC  
Wells Fargo Securities LLC

**SCHEDULE 1(d)**

**Banks**

Bank of America Corp.  
Citizens Bank NA  
HSBC Bank USA NA  
PNC Bank NA  
Truist Bank  
Wells Fargo & Co.

**SCHEDULE 1(e)**

**Employee & Retiree Benefits**

ADP LLC  
Anthem Blue Cross & Blue Shield  
Aon Consulting Inc.  
Aon Hewitt Inc.  
CareerBuilder Employment Screening LLC  
Caremark LLC  
CaremarkPCS Health LLC  
Central States Southeast & Southwest Areas Pension Fund  
Cigna Corp.  
Community Insurance Co.  
Deloitte Tax LLP  
Delta Dental of Ohio  
Discovery Benefits Inc.  
Fidelity Management Trust Co.  
Fidelity Personal & Workplace Advisors LLC  
Fidelity Stock Plan Advisors LLC  
Fidelity Stock Plan Services LLC  
Fidelity Workplace Services LLC  
Hodges-Mace LLC  
IAM National Pension Fund Trust  
Laborers National (Industrial) Pension Fund  
LinkedIn  
ManpowerGroup US Inc.  
Massachusetts Mutual Life Insurance Co.  
National Integrated Group Pension Plan  
Newport Group Inc., The  
Right Management  
Robert Half International Inc.  
Ultimate Software Group Inc., The  
United Steelworkers National Trust  
Unum Life Insurance Co. of America

**SCHEDULE 1(f)****Governmental/Regulatory Agencies**

Adrain, Town of (MI), Treasurer  
 Alabama, State of, Department of Environmental Management  
 Alabama, State of, Department of Labor  
 Alabama, State of, Department of Public Health  
 Alabama, State of, Department of Revenue  
 Alabama, State of, Surface Mining Commission  
 Alexander, County of (NC), Treasurer  
 Arizona, State of, Department of Environmental Quality  
 Arizona, State of, Department of Revenue  
 Arkansas, State of  
 Arkansas, State of Department of Environmental Quality  
 Arkansas, State of, Department of Finance & Administration  
 Arkansas, State of, Department of Health  
 Arkansas, State of, Department of Revenue  
 Arkansas, State of, Pollution Control & Ecology Commission  
 Atascosa, County of (TX), Tax Assessor & Collector  
 Bancroft, Town of (ON)  
 Bay City, Village of (WI), Treasurer  
 Beckham, County of (OK)  
 Benton, County of (TN), Trustee  
 Bexar, County of (TX), Tax Assessor-Collector  
 Birmingham, City of (AL)  
 Blaine, County of (OK)  
 Blue Earth, County of (MN)  
 Bridgeton, City of (NJ), Tax Collector  
 Brighton, City of (CO)  
 Burton Independent School District (TX)  
 Caddo Shreveport Sales & Use Tax Commission  
 Caddo, Parish of (LA), Sheriff's Office  
 California State Board of Equalization  
 Canada, Government of the, Ministere de L'Environnement  
 Canada, Government of, Department of Fisheries & Oceans  
 Canada, Government of, Nuclear Safety Commission  
 Canada, Government of, Revenue Agency  
 Carroll, County of (TN), Clerk  
 Carroll, County of (TN), Trustee  
 Carrollton-Farmers Branch ISD  
 Cherokee County Appraisal District (TX)  
 Cherokee, County of (GA), Tax Office  
 Cleon, Township of (MI)  
 Coahuila, State of (MX) National Water Comission,  
 Coahuila, State of (MX), Secretariat of Environment & Natural Resources  
 Colorado, State of, Department of Revenue  
 Columbia, County of (WI), Planning & Zoning Department  
 Columbia, County of (WI), Treasurer  
 Commercial, Township of (NJ)  
 Commission de Protection du Territoire Agricole du Québec  
 Commission scolaire de la Rivière-du-Nord  
 Confederated Tribes of the Umatilla Indian Reservation  
 Consolidated Tax Collections of Washington County  
 Cotulla ISD Tax Office  
 Covert, Township of (MI)  
 Cumberland-Salem Conservation District  
 Custer, County of (CO), Treasurer  
 Cypress-Fairbanks ISD Tax Assessor-Collector  
 Delaware Division of Corp.s  
 Delaware River Basin Commission  
 Denton, County of (TX), Tax Office  
 Detroit, City of (MI), Property Tax  
 Dewey, County of (OK), Tax Collector  
 Diamond Bluff, Town of (WI), Treasurer  
 Downe, Township of (NJ), Tax Collector  
 Dubois, County of (IN), Treasurer  
 Dunn, County of (WI), Treasurer

East Baton Rouge, Parish of (LA), Sheriff  
Ector County Appraisal District  
Eddy, County of (MN), Treasurer  
Ellis, County of (KS), Treasurer  
Fort Bend, County of (TX), Tax Assessor-  
Collector  
Frederick, County of (MD), Treasurer  
Frederick, County of (VA)  
FTS International Services LLC  
Garfield, County of (CO)  
Garfield, County of (OK), Treasurer  
Geauga, County of (OH), Treasurer  
Gem, County of (ID), Tax Collector  
Gem, County of (ID), Zoning Commission  
General Coordination of Ecology  
Georgia, State of, Department of Human  
Services  
Georgia, State of, Department of Natural  
Resources  
Georgia, State of, Department of Revenue  
Georgia, State of, Environmental Protection  
Division  
Georgia, State of, Office of Insurance & Fire  
Safety  
Gonzales, County of (TX), Tax Assessor-  
Collector  
Goose Creek CISD Tax Services  
Grand Haven, Charter Township of (MI)  
Grant, County of (OK)  
Greenfield, Town of (MA), Treasurer  
Guanajuato, State of (MX), National Water  
Comission  
Hagar, Township of (MI)  
Hamilton, City of (Ontario)  
Harris, County of (TX), Tax Assessor-  
Collector  
Harrison Central Appraisal District (TX)  
Harrison, County of (TX), Tax Office  
Havelock-Belmont-Methuen, Township of  
(ON)  
Hickory Underground Water Conservation  
District (TX)  
Hixton, Town of (WI), Tax Collector  
Hood Central Appraisal District (TX)  
Idaho, State of, Department of  
Environmental Quality  
Idaho, State of, Department of Health &  
Welfare  
Idaho, State of, Department of Lands  
Idaho, State of, Department of Water  
Resources  
Idaho, State of, Tax Commission  
Illinois, State of, Department of Natural  
Resources  
Illinois, State of, Department of Public  
Health  
Illinois, State of, Department of Revenue  
Illinois, State of, Emergency Management  
Agency  
Illinois, State of, Environmental Protection  
Agency  
Illinois, State of, Secretary of State  
Indiana, State of, Department of  
Environmental Management  
Indiana, State of, Department of Natural  
Resources  
Indiana, State of, Department of Revenue  
Isabelle, Township of (IL)  
Izard, County of (AK), Tax Collector  
Jackson, County of (WI), Treasurer  
Jefferson, County of (AL), Department of  
Revenue  
Jefferson, County of (MO), Government  
Jefferson, County of (MO), Tax Collector  
Jim Wells County Appraisal District  
Johnson, County of (TX), Tax Assessor-  
Collector  
Kentucky, Commonwealth of, Department  
of Revenue  
Kentucky, Commonwealth of, Treasurer  
Kershaw, County of (SC), Treasurer  
La Salle, County of (IL), Collector  
Lake Charter, Township of (MI)  
LaSalle, County of (IL), Collector  
Le Sueur, County of (MN), Auditor-  
Treasurer  
Le Sueur, County of (MN), Department of  
Environmental Services  
Le Sueur, County of (MN), Treasurer  
Lincoln, Charter Township of (MI)  
Louisiana, State of, Department of  
Environmental Quality

Louisiana, State of, Department of Revenue  
Lubbock Central Appraisal District  
Lycoming, County of (PA)  
Macon-Bibb, County of (GA), Tax  
    Commissioner  
Maiden Rock, Township of (WI)  
Maiden Rock, Village of (WI)  
Marshall, County of (IN), Tax Collector  
Mason Central Appraisal District (TX)  
Maurice River, Township of (NJ), Tax  
    Collector  
McCulloch County Appraisal District Tax  
    Collector  
Medicine Hat, City of (Alberta) Canada  
Mexico, Government of, National Nuclear  
    Safety & Safeguard Commission  
Mexico, Government of, National Water  
    Comission  
Mexico, Government of, Secretariat of  
    Environment & Natural Resources  
Michigan, State of  
Michigan, State of, Department of  
    Environment, Great Lakes, & Energy  
Michigan, State of, Department of Natural  
    Resources  
Michigan, State of, Department of Treasury  
Michigan, State of, Office of Oil, Gas &  
    Minerals  
Michigan, State of, Public Utilities Tax  
Millville, City of (NJ), Tax Office  
Mining Council of South Carolina  
Ministère du Développement Durable, de  
    L'Environnement et de la Lutte Contre  
    les Changements Climatiques  
Ministère du Energie et Ressources  
    Naturelles  
Ministry of Environment of the State of  
    Coahuila  
Ministry of Natural Resources & Forestry  
Minnesota, State of, Department of Health,  
    Well Management Section  
Minnesota, State of, Department of Labor &  
    Industry  
Minnesota, State of, Department of Natural  
    Resources  
Minnesota, State of, Pollution Control  
    Agency  
Mississippi, State of, Department of  
    Revenue  
Missouri, State of, Department of Labor &  
    Industrial  
Missouri, State of, Department of Natrual  
    Resources  
Missouri, State of, Department of Revenue  
Missouri, State of, Mining Commission  
Moffat, County of (CO), Treasurer  
Monroe, County of (WI)  
Monroe, County of (WI), Land  
    Conservation District  
Montana, State of, Department of Revenue  
Montgomery, County of (TX), Tax  
    Assessor/Collector  
Morris County Appraisal District (TX)  
Mountrail, County of (ND), Treasurer  
Murray, County of (OK), Treasurer  
Nebraska, State of  
Nebraska, State of, Department of Revenue  
New Canaan, Town of (CT)  
New Hampshire, Sate of, Department of  
    Revenue  
New Jersey, State of, Department of  
    Community Affairs  
New Jersey, State of, Department of  
    Environmental Protection  
New Jersey, State of, Department of Labor  
    & Workforce Development  
New Jersey, State of, Department of Labor  
    & Workforce Development,  
    Commissioner  
New Jersey, State of, Department of the  
    Treasury  
New Jersey, State of, Department of the  
    Treasury, Division of Taxation, Sales &  
    Use Tax  
New Jersey, State of, Treasurer  
New Mexico, State of, Department of,  
    Taxation & Revenue  
New Orleans, City of (LA), Sewerage &  
    Water Board  
New York, State of, Department of  
    Environmental Conservation

Nolan County Appraisal District (TX)  
North Carolina, State of, Department of Environmental Quality  
North Carolina, State of, Department of Health & Human Services  
North Carolina, State of, Department of Revenue  
North Carolina, State of, Department of Transportation  
North Dakota, State of, Tax Commissioner  
Nuevo Leon, State of (MX), National Water Comission  
Nuevo Leon, State of (MX), Undersecretary of Environmental Protection & Natural Resources  
Ogle, County of (IL), Tax Collector  
Ohio Environmental Protection Agency  
Ohio, State of, Department of Natural Resources  
Ohio, State of, Department of Taxation  
Ohio, State of, Treasurer  
Oklahoma Tax Commission  
Oklahoma, County of (OK) Treasurer  
Oklahoma, State of, Department of Environmental Quality  
Oklahoma, State of, Department of Mines  
Oklahoma, State of, Water Resources Board  
Ontario, Province of (Canada), Minister of Finance  
Ontario, Province of, Ministry of Environment  
Ontario, Province of, Ministry of Finance  
Ontario, Province of, Ministry of Labour  
Ontario, Province of, Ministry of Natural Resources  
Ontario, Province of, Ministry of Northern Development & Mines  
Ontario, Province of, Ministry of the Environment & Climate Change  
Ontario, Province of, Technical Standards & Safety Authority  
Oregon, State of, Department of Revenue  
Pacific, Town of (WI), Treasurer  
Pasadena Independent School District  
Pennsylvania, Commonwealth of, Department of Environmental Protection  
Pennsylvania, Commonwealth of, Department of Revenue  
Perry, County of (IL), Tax Collector  
Perry, County of (MO)  
Pierce, County of (WI), Land Management Department  
Pierce, County of (WI), Treasurer  
Pike, County of (IL), Tax Collector  
Pontotoc, County of (OK), Treasurer  
Puebla, State of (MX), National Water Comission  
Puebla, State of (MX), Secretariat of Environment & Natural Resources  
Quebec, Province of (Canada)  
Reagan, County of (TX), Tax Collector  
Richmond, County of (GA), Tax Commissioner  
Richmond, County of (NC)  
Robinson, Township of (MI)  
Roosevelt, County of (NM), Treasurer  
Ross, County of (OH), Treasurer  
Rusk, County of (TX), Tax Collector  
Scott, County of (MN)  
Shelby, County of (TN)  
Shelby, County of (TN), Tax Collector  
Shreveport, City of (LA)  
Slagle, Township of (MI)  
Smith, County of (TX), Tax Assessor/Collector  
Somervell Central Appraisal District  
Somervell, County of (TX), Emergency Management  
South Carolina, State of, Department of Health & Environmental Control  
South Carolina, State of, Department of Revenue  
St. Marys, City of (GA), Tax Collector  
Staubach Global Services RR Inc.  
Ste Genevieve, County of (MO), Tax Collector  
Sweetwater, County of (WY), Treasurer  
Talbot, County of (MD)  
Tamms, Village of (IL)  
Tarrant, County of (TX), Tax Assessor/Collector  
Tenaha Independent School District (TX)

Tennessee, State of  
Tennessee, State of, Department of  
    Environment & Conservation  
Tennessee, State of, Department of  
    Environment & Conservation  
Tennessee, State of, Department of Revenue  
Texas, State of, Commission on  
    Environmental Quality  
Texas, State of, Comptroller  
Texas, State of, Comptroller of Public  
    Accounts  
Texas, State of, Department of Agriculture  
Texas, State of, Department of State Health  
    Services  
Texas, State of, Department of  
    Transportation  
Thunder Bay, City of (ON)  
Tlaxcala, State of (MX), National Water  
    Comission  
Trenton, Town of (WI), Tax Collector  
Tuscaloosa, County of (AL), Tax Collector  
Twiggs, County of (GA), Tax  
    Commissioner  
Union, County of (IL), Collector  
United States, Government of the,  
    Department of Agriculture, Hidden  
        Springs Ranger District  
United States, Government of the,  
    Department of the Army, Army Corps of  
        Engineers  
United States, Government of the,  
    Department of the Army, Army Corps of  
        Engineers Little Rock District  
United States, Government of the,  
    Department of the Army, Army Corps of  
        Engineers, Chicago District  
United States, Government of the,  
    Department of the Army, Army Corps of  
        Engineers, Fort Worth District  
United States, Government of the,  
    Department of the Army, Army Corps of  
        Engineers, Rock Island District  
United States, Government of the,  
    Department of the Army, Army Corps of  
        Engineers, St. Paul District  
United States, Government of the,  
    Department of the Army, Army Corps of  
        Engineers, Tulsa District  
United States, Government of the,  
    Department of the Army, Army Corps of  
        Engineers, Wilmington District  
United States, Government of the,  
    Environmental Protection Agency  
United States, Government of the,  
    Environmental Protection Agency,  
        Region 10  
United States, Government of the, Federal  
    Communications Commission  
Upper Deerfield, Township of (NJ), Tax  
    Collector  
Utah, State of, Tax Commission  
Veracruz, State of (MX), National Water  
    Comission  
Veracruz, State of (MX), Secretariat of  
    Environment & Natural Resources  
Victoria, County of (TX), Tax Collector  
Virginia Department of Environmental  
    Quality, State Water Control Board  
Virginia, Commonwealth of, Department of  
    Environmental Quality  
Virginia, Commonwealth of, Department of  
    Health  
Virginia, Commonwealth of, Department of  
    Mines, Minerals & Energy  
Virginia, Commonwealth of, Department of  
    Taxation  
Virginia, Commonwealth of, Water Control  
    Board  
Ward, County of (ND)  
Ward, County of (TX), Tax Collector  
Warrick, County of (IN), Treasurer  
Washington, County of (MD), Treasurer  
Webster, Parish of (LA), Sheriff  
Weld, County of (CO), Treasurer  
Wells, Town of (ME), Tax Collector  
West Virginia, State of  
West Virginia, State of, Auditor  
West Virginia, State of, Department of  
    Environmental Protection  
West Virginia, State of, Department of  
    Health & Human Services

Wexford, County of (MI), Treasurer  
Wexford, County of (MI), Zoning  
Commission  
Wheeler, Village of (WI)  
Wilkinson, County of (GA), Tax  
Commissioner  
Williamson, County of (TN), Trustee  
Williamsport, City of (PA), Treasurer  
Winchester, City of (VA)  
Winkler, County of (TX), Tax Collector  
Wisconsin, State of, Department of Health  
Services  
Wisconsin, State of, Department of Natural  
Resources  
Wisconsin, State of, Department of Revenue  
Wisconsin, State of, Department of Safety &  
Professional Services  
Woodlands Metro Center MUD  
Wyoming, State of, Department of Revenue

**SCHEDULE 1(g)****Insurance, LC, & Surety Parties**

ACE American Insurance Co.  
 Affiliated FM Insurance Co.  
 AIG WorldSource  
 Alabama, State of  
 Allied World Assurance Co.  
 Ameren Illinois Co.  
 American Guarantee & Liability Insurance Co.  
 American International Group Inc.  
 Anthem Blue Cross & Blue Shield  
 Arkansas, State of  
 Aspen Insurance U.S. Services Inc.  
 Aspen US Insurance Group  
 AXIS Insurance Co.  
 Beazley USA  
 Caddo-Bossier Parishes Port Commission (LA)  
 Canada, Government of, Her Majesty the Queen in Right of Ontario  
 Citizens Electric Corp.  
 Columbia, County of (WI), Planning & Zoning Department  
 Commerce & Industry Insurance Co.  
 Commercial, Township of (NJ)  
 Dubois, County of (IN)  
 Egyptian Electric Cooperative Association  
 Factory Mutual Insurance Co.  
 Federal Insurance Co.  
 Georgia, State of, Department of Natural Resources  
 Georgia, State of, Office of the Governor  
 Great American Insurance Co.  
 HDI Global Insurance Co.  
 Idaho, State of  
 Illinois, State of  
 Illinois, State of, Department of Natural Resources  
 Indian Harbor Insurance Co.  
 Indiana, State of  
 Insurance Co. of the State of Pennsylvania, The  
 J & M Harris Partners Ltd.  
 Le Sueur, County of (MN)  
 Lexon Insurance Co.  
 Liberty Mutual Insurance Co.  
 Liberty Mutual Insurance Cos.  
 Massachusetts Bay Insurance Co.  
 Michigan, State of, Department of Licensing & Regulatory Affairs, Workers' Compensation Agency  
 Michigan, State of, Office of Oil, Gas & Minerals  
 Midwest Railcar Corp.  
 Missouri, State of  
 Monroe, County of (WI)  
 National Union Fire Insurance Co.  
 New Orleans, City of (LA), Sewerage & Water Board  
 North Carolina, State of  
 Ohio, State of, Bureau of Workers' Compensation  
 Ohio, State of, Department of Natural Resources  
 Oklahoma, State of  
 Pierce, County of (WI), Land Management Department  
 Robinson, Township of (MI)  
 RSA Luxembourg SA  
 South Carolina, State of, Department of Health & Environmental Control  
 Starr Indemnity & Liability Co. Inc.  
 Texas, State of, Department of Transportation  
 Travelers Property Casualty Group  
 United States, Government of the, Department of Homeland Security, Customs & Border Protection  
 United States, Government of the, Department of the Army, Army Corps of Engineers, Chicago District  
 Virginia, Commonwealth of, Water Control Board  
 W. R. Berkley Corp.

West Virginia, State of, Division of  
Highways  
WR Berkley Group  
Wright National Flood Insurance Co.  
Zurich Insurance Co.

**SCHEDULE 1(h)****Landlords**

Adams, JD  
 Adams, Pearlie B.  
 Allegheny Valley Railroad Co.  
 American National Insurance Co.  
 Archie, J. E.  
 Archie, Rhoda  
 Arcilla Mining and Land Co. LLC  
 Arwood, Barbara  
 Attenberger, Nathan  
 Baker Hughes Oilfield Operations Inc.  
 Behling, DeWayne  
 Behling, Joan  
 Bennett, Frances  
 Bennett, Frederick S.  
 Best, Cynthia L.  
 Best, Frank  
 Birk Trust dated March 14, 2007, The  
 Birk, Alana R.  
 Birk, David R.  
 Blackbeard Resources Royalty LLC  
 Blondell Pierce Cole Revocable Living  
 Trust  
 BNSF Railway Co.  
 Board of Regents of the University of Texas  
 System  
 Bobbit, Lola Ann  
 Bobbit, Luther, Jr.  
 Bowater Timber 3 LLC  
 Boyle, Lewis  
 Brown & Watson Inc.  
 Burrows, Jay  
 Caddo-Bossier Parishes Port Commission  
 (LA)  
 Canada, Government of, Minister of Natural  
 Resources  
 Canadian Pacific Railway Co.  
 Cannon, Ann Sims  
 Cherney, Michael  
 Christenson, David L.  
 Christenson, Deborah  
 Christenson, Delores  
 Christenson, Pamela  
 Christenson, Roy D.  
 Christenson, Timothy A.  
 Clark, Allen R.  
 Clark, Joyce A.  
 Cohiba LLC  
 Cole, Freeman O.  
 Cole, Glenda F.  
 Cole, Jestene  
 Coleman, Rebecca  
 Covia Canada Ltd.  
 Covia Holdings Co.  
 Covia Holdings Corp.  
 Covia Specialty Minerals Inc.  
 Cross, Joe B.  
 Cross, Robert E., Jr.  
 CSX Transportation Inc.  
 Dakota Plains Holdings Inc.  
 Dancing Hills LP  
 Deans, Randy R.  
 Dedmond, Frances Sims  
 Denton, Jennifer  
 Denton, Terri  
 EFN Benton Harbor Property LLC  
 Eggleston, Curtis L., Sr.  
 Eggleston, Gerald L.  
 Eggleston, Myrtle  
 Eggleston, Ralph  
 El Paso Natural Gas Co. LLC  
 Ellen B. Lorenberg Revocable Trust  
 Ellen B. Lorenberg Revocable Trust dated  
 December 13, 1989, The  
 Ellis, Elizabeth L.  
 Energy II Royalty LLC  
 Ernst, Sunny W.  
 Estate of Judith A. Frey, The  
 Estate of Larry Leonard Fernandes  
 Fana Burhamthorpe Corp.  
 Fernandes Nesom, Hallie Ann  
 Fernandes, Edward Street  
 Fernandes, William Douglas, Jr.  
 FG Minerals LLC  
 FML Sand LLC

FML Terminal Logistics LLC  
Fouke, Connie L.  
Fowler, Byrd  
Fowler, Patricia  
Fowler, Ronnie  
Frazier, Audrey  
Frazier, Wiley  
Freeman, Ester Sims  
Freeman, Esther Sims  
Frey, Dale Howard  
FTS International Services LLC  
G & RG Inc.  
Gardendale Railroad Inc.  
George C. Hupp Trust Dated September 1,  
1995, The  
Gerald L. Eggleston Revocable Living Trust  
Dated May 19, 2000, The  
Great Bay Development Corp.  
Great Plains Sand LLC  
Gunderson, Timothy  
H4 Holdings LLC  
Haltermann-Reynolds LLC  
Hamilton Port Authority  
Hankins, A.H.  
Hankins, Maxine  
Harbison Walker International Inc.  
Harris, Mary Sims  
Hicks, Jesse Thomas  
Hicks, Jessie  
Hicks, Mollie  
Higdon, Betty  
Higdon, John Stanley  
Higdon, Stanley  
Hughes, Bonnie Jean  
Hughes, Roy J.  
Hupp, George C.  
Hupp, George C., III  
Hupp, Nada G.  
Illinois Railway LLC  
Imerys Kaolin Inc.  
J & M Harris Partners Ltd.  
Jack Meeks Farm and Ranch  
James, Janet Marie  
James, Lillian Duer  
James, Virginia Ann  
Jan C. Sotiore Trust Dated February 14,  
2000, The  
Kaasa, David  
Kaasa, Rayna  
Kee, Dwayne  
Kee, Gary D.  
Kee, Gladys  
Kee, Jordan Dwayne  
Kee, Judy  
Kee, William Dennis  
Keys, June Sims  
Knight, Lois Sims  
Knox Group/North 77 LLC  
Lake Elmo Bank  
Lamb, Henry  
Lamb, Irene  
Lansdowne Industrial Inc.  
Larry W. Birk & Gretchen A. Birk Trust  
"Larry W. Birk & Gretchen A. Birk Trust  
dated July  
17, 1995, The"  
Laster, Sara L.  
Laukien, Dirk D.  
Lundin Family LLC  
Martin Marietta Corp.  
Martin Marietta Equipment Co. Inc.  
Martinez, David  
Matthews, Angela  
McAnarney, Linda Marie  
McCusker, William  
McElroy, W.D.  
McFarland, Carolyn  
McFarland, Varde  
Mealman, James  
Midwest Wireless Communications LLC  
Mitsui Rail Capital LLC  
MOAP LLC  
Montgomery, Betty J.  
Nada G. Hupp Trust Dated September 1,  
1995, The  
Nemeth, Gregory L.  
Nemeth, Michelle L.  
Nesom, Hallie Ann Fernandes  
Newby, Steve  
Omaha Track Inc.  
Oncor Electric Delivery Co. LLC

Park Huntersville Partners LLC  
Phillips, Gladys Joyner  
Plains Marketing LP  
Progressive Rail Inc.  
Property Plus One LLC  
Q Prime Inc.  
Quebec, Province of (Canada), Minister of Energy & Resources Naturelles  
Quilling, Josephine  
Quilling, Marshall  
Red Hogg LLC  
Reid, C. B.  
Reid, Iva Mae  
Rycroft Reload Ltd.  
Schmid, Carl  
Schmidt, Carl  
Schmidt, Verna  
Scioto Land Co. LLC  
Scott Land Co. LLC  
Scott, County of (MN)  
SEDA-COG Joint Rail Authority  
Shafer, Isabelle R.  
Shafer, Louise N.  
Shafer, Ralph A., Jr.  
Shafer, William H.  
Shakopee Sand LLC  
Shirley J. Birk Voluntary Trust of January 29, 2002  
Sims Taylor, Jana Diane  
Sims, Annette B.  
Sims, Betty S.  
Sims, Cheryl Ann  
Sims, Daniel Wade  
Sims, Earl L.  
Sims, Earnest A.  
Sims, Ernest A.  
Sims, Gary Roger  
Sims, Gary Rogers  
Sims, Jeffrey Ray  
Sims, Louis Wayne  
Sims, Margie H.  
Sims, Marjorie H.  
Sims, Mildred  
SMC Covia Holdings Corp.  
Smith, Bell  
Smith, Mary Sims  
Smith, Mildred Sims Bell  
Snider, Ruby L.  
South Texas Proppants & Supply LLC  
Southton Rail Yard LLC  
Spencer-Lotusdale Farm LLC  
Spiller, Percy L., Jr.  
Spiller, Rita H.  
Stanley, John  
Stone, Geraldine Sims  
Stone, Karen Lee Fernandes  
Summit Cleveland Realty LP  
Taylor, Jana Diane Sims  
Texas Mexican Railway Co., The  
Texas Pacifico Transportation Inc.  
Texas Specialty Sands LLC  
Texas, State of, Department of Treasury  
Thayer, Gordon  
Thayer, John J.  
Thayer, Kathleen  
Thayer, Lisa M.  
Thompson, Bobbie Sims  
Transload Solutions LLC  
Troll King LLC  
Truck Salvage & Parts Co. Inc.  
Union Pacific Railroad Co.  
United Grain Corp. of Oregon  
University of Texas System Board of Regents, The  
Vetter Stone Co.  
Vulcan Construction Materials LP  
Wedron Silica Co.  
Wheeler, Village of (WI)  
Whibco Inc.  
Wilkens, Richard B., III  
Williams, C.B.  
Williams, Ina Bell  
Wisconsin Industrial Sand Co. LLC  
Witt, Stephen P.  
Wren, Fred P.  
Wren, Monta M.  
Wright, Helen C.  
Wright, L. K.

**SCHEDULE 1(i)****Lenders**

ABN AMRO Capital USA LLC	Deutsche Investment Management Americas Inc.
ABRY Partners LLC	DFG Investment Advisers
Aegon NV	Dislocation Capital Management Inc.
Alcentra Capital Corp.	Doubleline Capital LP
Allianz Global Investors US LLC	DSC Meridian Capital LP
American Money Management Corp.	DWS Investment Management Americas
Ameriprise Financial Inc.	Eagle Point Credit Management LLC
Amundi Pioneer Asset Management Inc.	Fidelity Investments
Anchorage Capital Group LLC	Galaxy XXIV CLO Ltd.
Angelo Gordon & Co. LP	Garrison Investment Group
Aozora Bank Ltd.	Goldentree Asset Management LP
Apex Credit Partners LLC	Goldman Sachs Asset Management LP
AXA Investment Management	Golub Capital LLC
Bank of America Corp.	Guggenheim Partners
Bank of Nova Scotia, The	H.I.G. WhiteHorse Capital LLC
Barclays Bank plc	Halcyon Asset Management LLC
Barings LLC	Harch Capital Management LLC
Bayside Capital Inc.	Hayfin Capital Management LLP
Beach Point Capital Management LP	Highbridge Capital Management
Benefit Street Partners LLC	Highland Capital Management LP
BlueCrest Capital Management	HPS Investment Partners LLC
BNP Paribas SA	HSBC Bank USA NA
BNP Paribas Securities Corp.	Icici Bank Ltd.
Canaras Capital Management LLC	Insight North America LLC
Canyon Capital Advisors LLC	Invesco Ltd.
Carlyle Investment Management	Investcorp
CarVal Investors	Jefferies LLC
CBAM Partners	JH Lane Partners Master Fund LP
Cerberus Capital Management LP	JMP Credit Corp.
CIFC Asset Management	Kayne Anderson Capital Advisors LP
Citizens Bank NA	KBC Bank NV
Citizens Banking	Keybank NA
CKC Capital LLC	Kilimanjaro Advisors LLC
Columbia Threadneedle Investments	Kramer Van Kirk Credit Strategies LP
Column Park Asset Management LP	Leith Wheeler Investment Counsel Ltd.
Commerzbank AG	Liberty Bank
Credit Value Partners	Loomis Sayles & Co.
Crestline Denali Capital LP	Lord, Abbett & Co. LLC"
Cutwater Holdings LLC	Mackenzie Financial Corp.
DA Capital LLC	Magnetar Capital LLC
DCM Senior Credit LLC	Manulife Securities Inc.

Marathon Asset Management LP  
Marble Point Credit Management LLC  
MetLife Inc.  
MidOcean Partners LLP  
Mizuho Bank Ltd.  
MJX Asset Management LLC  
Morgan Stanley Investment Management Inc.  
MP CLO Management LLC  
Napier Park Global Capital (US) LP  
Nassau Asset Management  
Natixis Loomis Sayles Senior Loan Fund  
Neuberger Berman Group LLC  
New England Asset Management Inc.  
New York Life Insurance Co.  
Newfleet Asset Management LLC  
Newport Global Advisors LP  
Nomura Securities International Inc.  
Nuveen Fund Advisors LLC  
NYL Investors LLC  
Oaktree Capital Management  
Octagon Credit Investors LLC  
Onex Credit Partners  
Oppenheimer & Co. Inc.  
Orchard First Source Asset Management LLC  
Pacific Investment Management Co. LLC  
Pacific Life Insurance Co.  
Palmer Square Capital Management  
Par IV Offshore Fund Ltd.  
Par-Four Investment Management LLC  
PGIM Inc.  
Pinebridge Investments LLC  
PNC Bank NA  
Prudential Financial Inc.  
RBC Global Asset Management Inc.  
Saratoga Partners  
Seix Investment Advisors LLC  
Shenkman Capital Management Inc.  
Silvermine Capital Management LLC  
SKY Harbor Capital Management LLC  
Sound Point Capital Management LP  
State Street Corp.  
Steele Creek Investment Management LLC  
Stone Harbor Investments Inc.  
Symphony Asset Management LLC

Tall Tree Investment Management LLC  
TELOS Asset Management LLC  
THL Credit Inc.  
Valcour Capital Management  
Voya Investment Management  
Wasserstein Debt Opportunities Management LP  
Wells Fargo Bank NA  
Whitestar Asset Management LLC  
Zais Group

**SCHEDULE 1(j)****Litigation Parties**

Adams, Willie J.	Chaney, Frank
Affiliated Freight Support LLC	Cherveny, Bentley
Allen, James E.	Cherveny, Ethan
Allen, Philip, Jr.	Christian, Theodis
Allen, Quentin Jerone	Cobb, Willie, Jr.
Amison, James	Cole, Ursula V.
Andrew, Wilbert	Cook, Efrem
Archie, Henry L.	Cook, Michael E.
Armstrong, Darry Leon	Cope, Faith Belac
Armstrong, Joseph	Cowan, Shedrick, Jr.
Bagley, Danny	Craig, Adrian
Barnett, Herman	Craig, Eric
Bass, James E.	Crosby, Marcia
Baxter Bailey & Associates Inc.	Crosser, Tracie
Beard, Larry J.	Crowley, Michael
Beard, Mikeral	Culwell, Fred J.
Beaver, Dwight I.	Cunningham, Robert, III
Belac, Loretta	Daniels, Larry T.
Blackerby, Sylvia	Daniels, Larry Y.
Blutcher, Lonzie	Darden, Joseph C.
Bonner, Dranne	Davidson, John
Bonner, Joseph, Sr.	Davidson, Roger
Bowers, Dennis	Davis, Byron
Boyd, Alvertis	Davis, John Lewis, Sr.
Bray, Lynn Alan, Sr.	Dawson, Derek
Brooks, Brandon	Dennis, Ronnye
Brooks, Patrick Jerome	Dinkins, Damian
Brooks, Phyllis	Dismukes, Daniel
Brooks, Rory	Driver, Robert
Broom, Corey	Ducksworth, Althea
Brown, John Anthony	Ducksworth, Robert C., Sr.
Brown, John H.	Duckworth, Patricia
Brown, Matthew Christian	Dummit, Peyton
Brown, Michael James	Eades, Laroderick Anquone
Brown, Reginald D.	Edwards, Christopher
Burch Corp.	Eirhart, Cindy
Butler, John	Eirhart, Richard, Sr.
Byrd, Melvin, Jr.	Faith Technologies Inc.
Canada, Anthony L.	Fevity Transport LLC
Carr, Edward Terrell	Fish, Steven
Carson, Harry	Flores, Sergio
Carter, Reginald Lemond	Floyd, Kenneth E.

Ford, K. Arthur  
Fowler, Tony Andra  
Fuller, Izas  
Gamble, Gregory  
Gaston, Jerry  
Gaston, Jerry, Jr.  
Gaston, Ladarrius  
Gerchow, Rob  
Gibson, Dwight  
Gilbert, Dewayne  
Gilchrist, James Harold  
Gipson, Anthony  
Gipson, Charles  
Glover, Desmond  
Goines, Joseph L.  
Goines, William C.  
Goodrich Mud Co. Inc.  
Goodwin, Michael D.  
Gordon, Maurice  
Grant, Timothy Lewis, Jr.  
Gray, Kenneth  
Green, Willie B.  
Guaranteed Supply Co.  
Gunn, James L.  
Hamilton, Lewis M.  
HarderBuilt LLC  
Hardin, Oscar, Jr.  
Hardin, Tommie  
Hardrick, Clarence  
Harkins, Christopher  
Harried, Raymond  
Harris, Debra  
Harvey, Allen G.  
Hatcher, Sedric  
Hatcher, Vanshon  
Hawkins, Robert Hollis  
Hawkins, Zoe  
Henderson, Harold  
Henderson, Johnny  
Hendon, Anthony D.  
Henry, Kelly  
Higgins, Barbi  
Hill, Michael D.  
Hill, Rose  
Hill, Theodore  
Hines, Charles H.  
Hines, Inez W.  
Horn, Caster  
Horn, David  
Howard, Lucious  
Hubbard, Kenneth Duane  
Hudson, George A.  
Hudson, Stassonia L.  
Hunter, Larry  
Ickes, Locky  
Ickes, Sandra  
Ishmon, Luster  
Isiah, Reed, Jr.  
Jackson, Anderson  
Jackson, Derrick  
Jackson, Donald T.  
Jackson, Dwight  
Jackson, Eric  
Jackson, Jimmy E.  
Jackson, Joel  
Jackson, Leroy  
Jackson, Michael  
James, David E.  
Jarkins, Phillip  
Jefferson, Michael  
Jennings, John  
Johnson, Anthony  
Johnson, Darlene  
Johnson, Dustin  
Johnson, Errol C.  
Johnson, Hilda Marie  
Johnson, Jerry Wayne  
Johnson, Mary Ann  
Johnson, Sam  
Johnson, Stephen  
Jolley, Charles, Jr.  
Jolley, Dewarren  
Jones, Adrain  
Jones, Alfonzo  
Jones, Anthony  
Jones, Curley L.  
Jones, James T.  
Jones, Jerome  
Jones, Joseph  
Jones, Karl  
Jones, Sheila  
Jones, Terry H.

Keener Sand & Clay Co.  
Kelley, Tyre Curtis  
Kelow, Thomas  
Kennedy, King, II  
King, Johnny  
Knight, Luther  
Kreuger, Geoffrey  
Lamie, Margaret  
Langston, Steve W.  
Latham, George  
Latham, Ruth  
Lawson, Gregory  
Lee, Brainard R.  
Lee, Derrick  
Lee, Keleaf  
Lewis, Johnny B., Jr.  
Lewis, Reginald  
Long, Herman  
Loris, John B.  
Lucas, Jack  
Malone, Jackie  
Marks, Timothy Alexander  
Marshall, Morris D.  
Martin, Diane (Skomski)  
Martin, Earl  
Martin, Marvin  
Martin, Thomas H.  
MassMutual Asset Finance LLC  
Mauldin, Johnny Lee, Jr.  
Mayes, Sammie  
McCarley, Milton  
McClain, Kenneth  
McKinnon, James E.  
McKnight, Carl  
McKnight, Janette J.  
Merritt, Julius  
Miles, Waylon C.  
Miller, Margo  
Minter, Felix  
Moats, Deborah  
Moats, Timothy  
Moore, Alex  
Moore, Anthony S.  
Moore, Bobby  
Moore, Curtis, Jr.  
Moore, Elmer Jerome  
Moore, Joe J.  
Moore, Marvin  
Moore, Shellie  
Morris, JC  
Moss, Broderick Demont  
Murry, Troy  
Nelson, Albert J.  
Nelson, Lee Curtis  
Nelson, Leonard  
Niblet, Willie  
Odom, Frankie  
Oliver, Dantineo  
Omaha Track Inc.  
O'Quinn Williams, Karen  
Paige, Eddie James  
Paige, Shon Elliot  
Paige, William F., Jr.  
Parsons, Roger D.  
Paschall, Susan  
Patterson, Melvin Allen  
Patterson, Tracy Leann  
Patton, Earl M.  
Penn, Codi D.  
Perkins, Charles  
Perkins, James  
Perry, Aaron  
Person, Cedric D.  
Peterson, Craig  
Peterson, Dedrick Lee  
Peterson, Jodene  
Peterson, Scott  
Phillips, Darruis  
Phillips, James  
Pickens, Jerome  
Pond, Samuel  
Pope, Terry Lester  
Powell, Sheila  
Pruitt, David  
Pruitt, Gary Wayne  
Queen, Emma M.  
Randall, Daniel, III  
Randall, Daniel, Jr.  
Range, Damon Marquite  
Rayburn, James Anthony  
Rayburn, James Larry  
Reed, William

Reynolds, Eddie N.  
Rhodes, Roger Dale  
Richardson, Gerald Bernard  
Richardson, Lamardric  
Rickicki, David  
Roakes, Scott  
Roberson, Clinton Craig  
Roberson, James E.  
Roberts, Charles D.  
Robinson, Benita  
Roller, Earnest Deron  
Ross Aluminum Castings LLC  
Ruffin, Christopher O.  
Ryans, Martha L.  
Sand Revolution LLC  
Sanders, Bobby  
Sanders, Carl  
Scott, Bobby Lee  
Segarra, Glidden Jr.  
SERVPRO of Birmingham  
Simon, Billy D.  
Simon, Garvell  
Skomski, Thomas  
Smiley, Rodney  
Smith, Antoney  
Smith, Antwan  
Smith, Arthur L., Jr.  
Smith, Harvey  
Smith, Justin Bernard  
Socha, Tammy  
Speight, Anthony  
Spencer, Kelvin  
Spikes, Fredrick  
Stamps, Charles Frederick  
Stanford, Nathaniel  
Stapleton, Alice  
Starks, Tommy  
Stephenson, Tyrone Aundre  
Stiles, Tommie John  
Stoudemire, Larry  
Strickland, Kathryn J.  
Structures Unlimited LLC  
Summerville, David  
Summerville, Jermaine  
Swoops, Danny  
Tate, Ralpheal  
Taylor, Johnnie  
Taylor, Mary Frances  
Tenner, Will T.  
Thomas, Andrew  
Thomas, Antonio  
Thomas, Curtis W.  
Thomas, Donald E.  
Thomas, Edward J.  
Thomas, Marques  
Thomas, Robert A.  
Thompson, Antonion  
Thompson, Benjamin  
Thompson, Raymond  
Thompson, Robert  
Thompson, Roger  
Thompson, Sophie  
Thompson, Stephanie  
Thompson, Zachary  
Thornton, James Stevie  
Tolbert, Terizian  
Tubbs, Leotha Christipher  
Turner, Charles Glenn, Jr.  
Ulmer, Christopher Sentel  
United States, Government of the, Securities  
Exchange Commission  
Vulcan Heating & Air Conditioning  
Services Inc.  
Walker, Anthony  
Walker, Larocca  
Wallace, Nathaniel  
Walton, Johnny  
Ward, Darryl Sean, Jr.  
Ware, Charles Edward  
Warren, Aaron  
Washington, James  
Washington, Leon  
Watertight Systems Inc.  
Watts, Adalyn  
Watts, Alexander  
Watts, Austin  
Watts, Jaclyn  
Watts, Jeffrey  
Weatherspoon, Eddie B.  
Webb, Rollin  
Webb, Willie James  
Weiderspahn, Robert

Wells, Alphonse  
Whatley, Jerry  
Whitt, Alvin L.  
Whitt, Robert Lee  
Wilkerson, Prentice  
Williams, Anderrious  
Williams, Antonio  
Williams, Jimmy D.  
Williams, Richard  
Williams, Tony A.  
Williams, Willie Ben, Jr.  
Willingham, Clifton  
Wilson, Norterrance  
Wilson, Robert  
Wingard Water Corp.  
Wingard, Oral  
Witherspoon, Richard  
Witherspoon, Tony  
Witherspoon, Willie Harry  
Woods, Larry  
Woods, Michael  
Wray, Cornelius Edward  
Wyse, Catherine  
Wyse, Kenneth  
Wyse, Norman  
Zachry Industrial Inc.

**SCHEDEULE 1(k)****Other Contract Counterparties**

3E Co. Environmental Ecological & Engineering	Carlsbad Logistics LLC
ACF Industries Inc.	Carri Scharf Materials Co.
Addedo Solutions Ltd.	Caterpillar Financial Services Corp.
AdvanSix Inc.	Caterpillar Financial Services Ltd.
Ahead ERP Consulting Inc.	CB Logix LLC
Air Technologies Inc.	Central Illinois Contractor & Equipment Rental Inc.
Airgas USA LLC	Cetane Energy LLC
Algoma Central Corp. (Assigne of Seaway Marine Transport)	CH Robinson Worldwide Inc.
Alice Training Institute LLC	Chemours Co. FC LLC, The
Allegheny Ludlum Corp.	Chrome River Technologies Inc.
Alliance Advisors LLC	CIG Logistics Services LLC
American Commercial Barge Line LLC	CIG Tenaha LLC
American Express Travel Related Services Co. Inc.	Cintas Corp.
Anchor Glass Container Corp.	Citibank NA
Aramark Uniform Services Inc.	Consolidated Grain & Barge Co.
ARDEX LP	Continental Intermodal Group - Loving LLC
Arkansas-Oklahoma Railroad Co. Inc.	Continental Intermodal Group-Trucking LLC
Ascend Performance Materials Inc.	Convenient Cleaning LLC
Asher Logistics LLC	Covestrol LLC
Atmos Energy Marketing LLC	Custom Building Products Inc.
Automotive Rentals Inc.	Dakota Petroleum Transport Solutions LLC
Aztek Consulting Corp.	De Lage Landen Financial Services Inc.
Bates Garage Co.	Deere & Co.
Beard, Chuck	Diligent Corp.
Bighorn Divide & Wyoming Railroad Inc.	Donlen Fleet Leasing Ltd.
Binary Defense Systems Inc.	Donnelley Financial LLC
Black Letter Discovery Inc.	DTE Gas Co.
Bloomberg Finance LP	Ducker Worldwide LLC
BMO Capital Markets Corp.	Dyno Nobel Inc.
Bolton & Menk Inc.	Egencia Canada Corp.
Broadridge Investor Communication Solutions Inc.	Employment Learning Innovations Inc.
BrownFlynn Ltd.	Enable Oklahoma Intrastate Transmission LLC
Buckeye Transfer Realty LLC	Enogex LLC
Buffalo & Pittsburgh Railroad Inc.	Enterprise Fleet Management Inc.
C & C Transload LLC	Envirotech Services Inc.
C&H Electric & Construction Inc.	Fairmont Supply Co.
CA Lawton Co., The	Fastenal Co.
Canadian Tire Corp. Ltd.	Fedex Corp.
	Fedex Ground Package System Inc.

FEVID Transport LLC  
Financial Fenesse Inc.  
Fine Tune Management LLC  
First American Commercial Bancorp Inc.  
First Union Rail Corp.  
FMT Aggregate LLC  
Fort Worth & Western Railroad  
Foster Townsend Rail Logistics Inc.  
Francis Drilling Fluids Ltd.  
FTS International Services LLC  
G & RG Inc.  
Gary Allen Enterprises Inc.  
Georgeson LLC  
Georgia Southwestern Railroad Inc.  
GP Red River Sand LLC  
Grace Matthews Inc.  
Granite Peak Transloading LLC  
GZA Geoenvironmental Inc.  
HarbisonWalker International  
Hiser Logistics LLC  
HOV Services Inc.  
Hyatt Place Cleveland  
IFS North America Inc.  
Indurante & Associates Inc.  
Industrial Market Insight LLC  
Inman Electric Co. Inc.  
Innovative Shapecasting Group Corp., The  
IntraLinks Inc.  
Iowa Northern Railway Co.  
Iowa Southern Railway Co.  
Iowa Traction Railway Co.  
Ipreo Holdings LLC  
Jag, Gary  
Joele Frank Wilkinson Brimmer Katcher  
Kannel Enterprises LLC  
Kellogg Terminal LLC  
Kohler Co.  
Komatsu Financial Ltd.  
Lasalle County Transfer LLC  
Laticrete International Inc.  
LeClaire Manufacturing Co.  
LexisNexis Group Inc.  
Lisk Trucking Inc.  
Llamasoft Inc.  
Logicalis Inc.  
Longview Asphalt Inc.  
Loup Logistics Co.  
Lucas Oil Rail Lines  
Lycoming Valley Railroad Co.  
Maalt LP  
Madison Railroad, The  
Magid Glove & Safety Manufacturing Co.  
LLC  
Mansfield Oil Co. Inc.  
Marathon Oil Co.  
McKees Rocks Industrial Enterprises Inc.  
McKinsey Recovery & Transformation  
Services US LLC  
Menards Inc.  
Metro East Industries Inc.  
MID-SHIP Logistics Inc.  
Midwest Maintenance & Industrial Inc.  
Midwest Trans-Load LLC  
Mine2Well Energy Services LLC  
Missouri & Northern Arkansas Railroad Co.  
Inc.  
Mo Lynn Consulting LLC  
Modern Material Services LLC  
MOR PPM Inc.  
Motion Industries Inc.  
NASDAQ OMX Corporate Solutions  
International Ltd.  
National Polymer Laboratories  
NB Ventures Inc.  
Nebraska, Kansas & Colorado Railway LLC  
Neo Solutions Inc.  
New York, Susquehanna & Western  
Railway Corp., The  
North Vernon Industry Corp.  
Nudge Rewards Inc.  
Nugent Sand Co. Inc.  
Oakley Louisiana Inc.  
Ohio Crushing & Screening Inc.  
Ohio River Partners Shareholder LLC  
O-I Canada Corp.  
Owens-Brockway Glass Container Inc.  
Oxy USA Inc.  
Patten Industries Inc.  
Pavestone Co. LLC  
Permian Lodging Monahans LLC  
Piereth Sales Associates  
Pine Bluff Materials LLC

Piper Jaffray & Co.  
Plastics Engineering Co. Inc.  
Playmer Processing Tech LLC  
Prairie Transportation Inc.  
Price River Terminal LLC  
PricewaterhouseCoopers Advisory Services LLC  
PricewaterhouseCoopers LLP  
Printelogy Inc.  
Produits Minera Inc.  
Professional Travel Inc.  
ProPetro Services Inc.  
R.J. Corman Railroad Co./Tennessee Terminal  
RAS Data Services Inc.  
RB Scott Co. Inc.  
Red River Valley & Western Railroad Co.  
Re-Quest Inc.  
Rocky Mountain Transload Inc.  
Roland Machinery Co. Inc.  
Rotex Global LLC  
RS Energy Group Inc.  
Ry2 Solutions Inc.  
Ryan LLC  
Sacramento Energy Resources  
Sai Global Compliance Ltd.  
Salesforce.com Inc.  
Sand Products Corp.  
Sand Revolution LLC  
SCP Distributors LLC  
Seaway Marine Transport Inc.  
ServiceMaster Residential/Commercial Services LP  
Sibelco Nederland NV  
Sibelco North America Inc.  
Sigfried Group LLP, The  
SNF Inc.  
Soane Energy LLC  
Soane Labs LLC  
Southern Coal & Land Co. Inc.  
Southern Illinois Transfer Inc.  
Sparco SpA  
Spotted Lakes LLC  
Summit Energy Services Inc.  
Sweetwater Switching Co. LLC  
Target Logistics Management LLC  
TCC Materials  
Tennessee Southern Railroad Co.  
Tessco Energy Services Inc.  
Test Monki LLC  
Tethis Inc.  
TheIRapp LLC  
Thomson Reuters (Tax & Accounting) Inc.  
ThorWorks Industries Inc.  
Tierra Firme Midstream LLC  
Tournesol Siteworks LLC  
Toys R Us (Canada) Ltd.  
Tranz LLC  
Trend Brand Solutions  
Trifecta Worldwide Sourcing LLC  
Trimac Transportation Central Inc.  
Twin Eagle Sand Logistics LLC  
Tyco Fire Products LP  
UniFirst Corp.  
United Rentals (North America) Inc.  
Varilease Finance Inc. - Wire  
Vermillion Valley Railroad  
Vertex Inc.  
VFS Leasing Co.  
Vision Solutions LLC  
Walden Industries Inc.  
Walker Enterprize  
Wal-Mart Stores Inc.  
Watco Transloading LLC  
Weir Slurry Group Inc.  
Wells Fargo Equipment Finance Inc.  
West Monroe Partners  
Westwood Global Energy Group  
Wheels Inc.  
Wiese USA Inc.  
Winn Marine LLC  
Wisconsin and Southern Railroad LLC  
Wolters Kluwer TAA NA  
Zachry Engineering Corp.

**SCHEDULE 1(l)**

**Professionals**

AlixPartners LLP  
Baker & Hostetler LLP  
Boyar & Miller PC  
Butler Snow LLP  
Calfee Halter & Griswold LLP  
Chatham Hedging Advisors LLC  
Day Pitney LLP  
Ernst & Young LLP  
Fragomen Del Rey Bernsen & Loewy LLP  
Fredrikson & Byron PA  
Gable & Gotwals PC  
Giordano Halleran & Ciesla PC  
Gordon Rees Scully Mansukhani LLP  
Hinckley Allen & Snyder LLP  
Hughes Hubbard & Reed LLP  
Jackson Kelly PLLC  
Jackson Walker LLP  
Keller & Heckman LLP  
Klein Thorpe & Jenkins Ltd.  
KPMG International Cooperative  
KPMG LLP  
Miller Christie & Kinney PC  
Passarelli Law LLC  
Paul Weiss Rifkind Wharton & Garrison LLP  
PJT Partners Inc.  
PricewaterhouseCoopers LLP  
Quarles & Brady LLP  
Rankin Hill & Clark LLP  
RS McGladrey  
RSM US LLP  
Shook Hardy & Bacon LLP  
Stoel Rives LLP  
Susman Godfrey LLP  
Swartz Campbell LLC  
Vorys Sater Seymour & Pease LLP  
Wiggin & Dana LLP

**SCHEDULE 1(m)**

**Railcar Lessors**

American Railcar Industries Inc.  
American Railcar Leasing LLC  
Bank of America Leasing & Capital  
Bridge Capital Leasing Inc.  
Bridge Funding Group Inc.  
Chicago Freight Car Leasing Co.  
CIT Bank NA  
CIT Group/Equipment Financing Inc.  
Citizens Asset Finance Inc.  
Flex Leasing LLC  
GATX Corp.  
GE Capital Rail Services  
Green Union II Trust  
Greenbrier Leasing Co. LLC  
Greenbrier-Concarril LLC  
Greenbrier-Gimsa LLC  
Helm-Pacific Leasing  
Huntington National Bank, The  
Infinity Transportation 2018-1 LLC  
MassMutual Asset Finance LLC  
Midwest Railcar Corp.  
Mitsui Rail Capital LLC  
Pacific Western Bank  
Progress Rail Leasing Corp.  
Siemens Financial Services Inc.  
SMBC Rail Investment LLC  
SMBC Rail Services LLC  
Trinity Industries Leasing Co. Inc.  
VTG Rail Inc.  
Wells Fargo Rail Corp.

**SCHEDULE 1(n)****Royalties Interest Lease Counterparties**

AP Green Industries Inc.	Hamilton, John
Ashby & Geddes	Hamilton, Kevin F.
Ashby Family Trust	Hanson, Cynthia J.
Barron, Vernon Wes	Hicks, Jeff
Baughman, W. Bruce	Hicks, Jesse
Birk, David R.	Higdon, Alice
Birk, Judith Ann	Higdon, Betty
Birk, Larry	Holden, Dean A.
Birk, Roy	Holden, Mary L.
Birk, Shirley	Hollingsworth, Martha
Blackbeard Resources Royalty LLC	Huffins, Alice
Boaz Energy II Royalty LLC	Ian Bell Williams Testamentary Trust
Bobbit, Lola Ann	J&M Harris Partners Ltd.
Bobbit, Luther, Jr.	James Kenneth Stone
Boyle, Lewis H.	James LLC
Brown & Watson Inc.	Joyner, Charles W.
Burton Maberry, Diana	Kaasa, David J.
Burton, Oscar M.	Kaasa, Rayna
Cole Sparks, Glenda	Kee, Dwayne
Cole, James	Kee, Gary
Cole, Justine	Kee, Judy
Coleman, Rebecca	Kee, Tracy
Cross, Corey	Lindsey, Billy
Cross, Donald	Lindsey, David Harper
Dancing Hills LP	Lindsey, Mark McDonald, Jr
Estate of Larry Leonard Fernandes	Lindsey, William J.
Evans, Jeffrey Burton	Lockey Coney, Mary Ann
Fernandes, Edward S.	Lockey, Eddie Lowery, II
Fernandes, Will D.	Lockey, Leslie Kay
FG Minerals LLC	Lockey-Gates, Lisa Ann
Fowler, Abbott	Martin Dairy Farms Inc.
Fowler, Charles D.	McElroy Bone, Elwyne
Fowler, Clint	McElroy, Eugene
Fowler, Mattie	McElroy, Ronald Clyde
Fowler, Ronnie	Pierce Cole, Blondell
Freeman Cole	Pond, Chester R.
Goforth Williamson Inc.	Quincunx Mining LLC
Gray Hoyt, Chloie	Red Hogg LLC
Gray, Donald R.	Red River Nacogdoches TRS LP
Gray, Douglas Harold	Seemore Ranch LLC
H4 Holdings LLC	Shafer, Shannon C.
Hamilton, Estelle	Sharp, Jared

Smith, Slaton Sharp  
Soane Energy LLC  
Spiller, PL, Jr.  
Stone Bybee, Manota  
Stone Sheppard, Ruth  
Stone, Karen Lee Fernandes  
Stone, Robert, Jr.  
Thompson Soules, Nettie O.  
Thompson, Adam  
Thompson, Bill  
Thompson, Brandon L.  
Thompson, James Overton  
Thompson, Tommy G.  
Vonholtum, Jeff  
Watson, David  
Watson, Edna  
Watson, Sara  
Whibco Inc.  
Whibco of New Jersey Inc.  
Whitesides, David  
Whitesides, Douglas V.  
Whitesides, Marshall M.  
Whitesides, Walter Don  
Wilkens Ernst, Sunny  
Wilkens, Richard B., III  
Willaim H. Shafer Sr. Trust  
Williamson, John W.

**SCHEDEULE 1(o)**

**Significant Competitors**

3M Co.  
A.F. Gelhar Co. Inc.  
Active Minerals International LLC  
Atlas Resin Proppants LLC  
Atlas Sand Co. LLC  
Badger Mining Corp.  
Black Mountain Silica  
Capital Sand Co. Inc.  
CARBO Ceramics Inc.  
Cimbar Performance Minerals Inc.  
Emerge Energy Services LP  
Florida Rock Industries Inc.  
G3 Enterprises Inc.  
Hi-Crush Inc.  
Imerys SA  
JM Huber Corp.  
JR Simplot  
Lane Mountain Co.  
Lhoist North America Inc.  
Manley Bros. of Indiana Inc.  
Minerali Industriali SRL  
Momentive Performance Materials Inc.  
Nugent Sand Co. Inc.  
Old Hickory Clay Co. Inc.  
Omya  
Short Mountain Silica LLC  
Sierra Silica Resources LLC  
Signal Peak Silica LLC  
Smart Sand Inc.  
Superior Silica LLC  
US Silica Holdings Inc.  
Vista Proppants & Logistics LLC

**SCHEDULE 1(p)****Significant Customers**

3M Co.	Durand Glass Manufacturing Co. Inc.
A. Schulman Inc.	Durcon Inc.
Admiral Permian Resources	Eclipse Resources I LP
AGC Flat Glass North America Inc.	Electric Glass Fiber America LLC
American Marazzi Tile Inc.	Element Technical Services Inc.
American Wonder Porcelain	Encana Oil & Gas
Anadarko Petroleum Corp.	Enerplus Resources (USA) Corp.
Anchor Glass Container Corp.	EOG Resources Inc.
Anchor Hocking Inc.	Equinor USA Onshore Properties Inc.
Ardagh Glass Inc.	ESCO Corp.
Ardex Engineered Cement	Evonik Corp.
Arkansas Glass Container Corp.	Firestone Building Products Co. LLC
AS America Inc.	Florim USA Inc.
Atlas Sand Co. LLC	FTS International Services LLC
Automatize Logistics LLC	Fuyao Glass Illinois Inc.
BASF Construction Chemicals LLC	GAF Corp.
Basic Energy Services Inc.	General Motors de Mexico SA
Behr Process Corp.	Gerresheimer Glass Inc.
Bell & Mackenzie Co. Ltd.	GM Powertrain Group
Benjamin Moore & Co.	Golf Agronomics Supply & Handling Co.
Bibby-Ste-Croix	Inc.
BJ Services Co. LLC	Gore Nitrogen Pumping Service LLC
Brumini SA	Grede Foundries Inc.
BTA Oil Producers LLC	Guardian Industries LLC
C&J Energy Services Inc.	HA International LLC
Calfrac Well Services Corp.	Halliburton Energy Services Inc.
Camino Natural Resources LLC	Hensley Industries
Cardinal FG	Heritage Plastics Inc.
Carlex Glass America LLC	Hess Bakken Investments II LLC
Catalyst Energy Services Inc.	Hollingsworth & Vose Fiber Co.
CertainTeed Corp.	Imerys Fused Minerals Greeneville Inc.
Colortech Inc.	Iron Horse Energy Services Inc.
Corning Inc.	John Deere Foundry
Corning Pharmaceutical Glass	Johns Manville Corp.
CrownQuest Operating LLC	Keane Frac LP
Cudd Energy Services Inc.	Keener Sand & Clay Co.
Custom Building Products Inc.	Kelly Moore Paint
Dal-Tile Corp.	Kinder Morgan Bulk Terminal
Dal-Tile Mexico S. de RL de CV	Knauf Insulation Inc.
Del Conca USA Inc.	Kohler Co.
Devon Energy Corp.	Kohler Sanimex S de RL de CV
Dunn Edwards Corp.	Laticrete International Inc.

Lhoist North America Inc.  
Libbey Glass Inc.  
Liberty Oilfield Services LLC  
Manville Canada Inc.  
Mapei Corp.  
Mapei Inc.  
Marathon Oil Co.  
Materias Primas Monterrey S. de RL de CV  
Muskie Proppant LLC  
National Silicates Ltd.  
Nipro Glass Americas Corp.  
Oasis Petroleum Inc.  
Oasis Well Services  
Occidental Chemical Corp.  
OCV Mexico S. de RL de CV  
O-I Canada Corp.  
Owens Corning Sales LLC  
Oxy USA Inc.  
PGW LLC  
Pilkington North America Inc.  
Pioneer Natural Resources USA Inc.  
PPG Architectural Finishes Inc.  
PQ Corp.  
Premier Pressure Pumping LLC  
Producers Service Corp.  
ProPetro Services Inc.  
Python Pressure Pumping  
Rocky Mountain Bottle Co.  
Rosewood Resources Inc.  
Sabino Energy Services LLC  
Schlumberger Technology Corp.  
Scott Sales Co.  
SCR Sibelco NV  
Sherwin-Williams Co., The  
Sibelco Changshu Minerals Co. Ltd.  
Sibelco Japan Ltd.  
Signify North America Corp.  
Southwestern Energy Co.  
STEP Energy Services Ltd.  
Sterling Sand LLC  
Stonepeak Ceramic Inc.  
Tamko Building Products Inc.  
Texas Specialty Sands LLC  
Trican Well Service Ltd.  
Tyler Union  
United Western Denver LLC  
Universal Pressure Pumping Inc.  
US Pipe & Foundry & Co. LLC  
US Well Services LLC  
UST Inc.  
Vitro Flat Glass LLC  
Vitro SAB de CV  
Waupaca Foundry Inc.

## **SCHEDULE 1(q)**

### **Top 50 Creditors**

Arr-Maz Custom Chemical	Townley Engineering and Manufacturing
Bank of America Corp.	Co. Inc.
Barclays Bank Plc	Transload Solutions LLC
Biourja New Town Terminal LLC	Twin Eagle Sand Logistics LLC
BNSF Railway Co.	Union Pacific Railroad Co.
Bourque Logistics LLC	Univar USA Inc.
Bulk Transport Co. East Inc.	Wacker Chemical Corp.
Canadian Pacific Railway Co.	Weir Minerals North America
Cerco Inc.	Wheels Inc.
CSX Transportation Inc.	Woods Dirt Contractors Inc.
Doyle Sims & Sons Trucking Inc.	
Flint EMC	
Hoffman Construction Co.	
Holtzman Corp.	
J & M Tank Lines Inc.	
J.R. Hayes Construction Co. Inc.	
JFTCO Inc.	
Kansas City Southern Railway Co.	
KPMG International Cooperative	
Lisk Trucking Inc.	
Marquette Transportation Finance LLC	
MJ Pazdera Hauling LLC	
Modern Transportation Service Inc.	
MOR PPM Inc.	
Motion Industries Inc.	
NB Ventures Inc.	
Norfolk Southern Railway	
Omaha Track Inc.	
Orica Inc.	
Paul J. Schmit Trucking Inc.	
Permian Lodging Monahans LLC	
Petroleum Traders Corp.	
Phoenix Process Equipment Co.	
Pine Knoll Construction Co.	
PricewaterhouseCoopers LLP	
Rango Inc.	
Riverview Commerce Park LLC	
Rotex Global LLC	
Shenandoah Valley Electric Cooperative	
Inc.	
Symmetry Energy Solutions LLC	

**SCHEDULE 1(r)**

**Unions**

Camden USW Local 9-00007-01

Cleburne USW Local 00780

Emmett Carpenters Industrial Council Local 1017

Hephzibah Laborers Local 515

Kasota USW Local 460-G-01

Lesueur USW Local 460-G

McIntyre USW Local 9-531

Oregon International Association of Machinists & Aerospace Workers

Portage International Association of Machinist & Aerospace Workers

Tamms Laborers International Union of North America Local 773

Troy Grove USW Local 31G-02

United Steel, Paper & Forestry, Rubber, Manufacturing, Energy, Allied Industrial & Service Workers, Local 31G-04

Utica USW Local 31G-06

Wedron USW Local 31-G

**SCHEDULE 1(s)****Utilities**

1st Business Solutions Inc.	Biourja New Town Terminal LLC
3RT Networks LLC	Bisceglia, Stan
3SC Center LLC	Bluebonnet Electric Cooperative Inc.
Advanced Cellular Communications Inc.	Boone, Bonnie
Advanced Cleaning Service LLC	Brady, City of (TX)
Advanced Disposal (Eau Claire-M4)	Buckeye Rural Electric Cooperative Inc.
Advanced Disposal Services Inc.	Burrows, Jay
AEP Energy Inc.	Byng Public Works Authority (OK)
AG Partners Cooperative Inc.	C & C Transload LLC
Airgas Inc.	Cablevision Lightpath Inc.
Airgas North Central	Caineta, Ana
Alabama Power Co.	Camden, City of (TN), Water Department
Alectra Utilities Corp.	Canada, Government of, Province of
AllComm Wireless Inc.	Quebec, Ministere du Revenu
Alliant Energy Corp.	Canada, Government of, Receiver General
Allstream Inc.	Carrier SI Inc.
Alpha Wireless Communications Co.	Cedar Country Cooperative
Ameren Union Electric Co.	CenterPoint Energy Inc.
AmerenIP	CenterPoint Supply
American Electric Power Co. Inc.	CenterPoint Utility
Amerigas Inc.	Central Texas Telephone Cooperative Inc.
Amerigas Propane LP	CenturyLink Inc.
Amplisys Inc.	CenturyTel Inc.
AP Gas & Electric LLC	Champion Energy Services LLC
APPrise Mobile	Charter Communications LLC
Aquarion Water Co. of Connecticut Inc.	Cherokee County Electric Cooperative
AT&T Corp.	Association (TX)
Atlantic City Electric Corp.	Cimarron Electric Cooperative
Atmos Pipeline Co. (Texas)	Circle A Propane LLC
Augusta, City of (GA)	Citizens Electric Corp.
Avatel Technologies Inc.	Clay's Septic Service LLC
Avaya Inc.	Clear Voice Telecom Inc.
B & S Sanitation LLC	Clearwave Communications Inc.
Bain Oil Co.	Coffee Computers LLC
Bank of America Corp.	Cogeco Inc.
Barbeck Communications Group Inc.	Cokinos Energy Corp.
Beauregard, Amelie	Comcast Cable Communications LLC
Bell Canada Inc.	Comcast Corp.
Bell Canada-Telephones	Commonwealth Edison Co.
Bell Mobility Cellular	Constellation NewEnergy Inc.
Benton County Electric System (TN)	Consumers Energy Co.
Bevcomm Inc.	Continental Broadband LLC

Continuant Inc.  
Country Plumber Inc., The  
Covanta Environmental Solutions LLC  
Covanta Indianapolis Inc.  
Covanta Tulsa Renewable Energy LLC  
D&G Trash Hauling LLC  
Detroit, City of (MI), Board of Water  
Commissioners  
DFW Communications Inc.  
Direct Energy Marketing Inc.  
DisposAll Waste Services LLC  
Dominion Energy Inc.  
Dominion Energy Ohio  
DTE Energy Co.  
Dubois County LP Gas Inc.  
Duke Energy Progress LLC  
Dynegy Energy Services LLC  
EarthLink Business LLC  
Eaton, Joel  
EDF Energy Services LLC  
EDF Inc.  
Egyptian Electric Cooperative Association  
Eich, Andrew  
Elk City, City of (OK)  
Enbridge Inc.  
ENGIE Resources LLC  
Entergy Corp.  
Evans, Lauren  
Eversource Energy  
Exelon Corp.  
Ferrellgas LP  
Flint EMC  
Francis Drilling Fluids Ltd.  
French Broad Electric Membership Corp.  
Frew Energy Ltd.  
Frontier Communications Corp.  
FullNet Communications Inc.  
G. & R. G. Trucking Co.  
Gaz Metropolitan CP  
Geauga County Health District  
Genesys Telecommunications Laboratories  
Inc.  
Geopointe LLC  
Georgia Power Co.  
Globalcom Inc.  
Grainco FS Inc.  
Grand Haven, Charter Township of (MI)  
Granite Telecommunications LLC  
Gray Powder Technologies Inc.  
Great Lakes Publishing Co.  
Griffin, Nicolas T.  
Helm, Jerome L.  
Herc-U-Lift Inc.  
Heritage-Crystal Clean LLC  
Holloways Portable Restrooms LLC  
Holtzman Corp.  
Homefield Energy  
Horizon Utilities Corp.  
Huntingburg, City of (IN), Utilities  
Hydro One Networks Inc.  
Hydro-Quebec  
Hypercore Networks Inc.  
Idaho Power Co.  
Illinois Power Marketing Co.  
Illinois, State of, Department of Revenue  
Illuminating Co., The  
Indiana Michigan Power Co.  
Insight FS  
Intermedia.net Inc.  
Intermountain Gas Co.  
Jackey Lackey Septic & Plumbing  
Jacobus, Chris  
Johnson, John D.  
Kaiser, Kurt  
Kaman Industrial Technologies  
Karnes Electric Cooperative Inc.  
Kidd, William  
Konica Minolta Premier Finance  
Kurtz Bros. Inc.  
Lake, Charter Township of (MI), Sewer &  
Water  
Lakeside Septic Service  
Lasalle, City of (IL)  
Lawrence, Jason  
Lea Land LLC  
Leco Corp.  
Lee Lewis Disposal Service Inc.  
Level 3 Financing Inc.  
LJP Enterprises Waste & Recycling  
Loud & Clear Telecommunications LLC  
LR Communications  
Lumos Networks

Macon Communications Inc.  
Mankato, City of (MN)  
Manlius Oil Co. Inc.  
Mansfield Oil Co. Inc.  
Marko Septic Service LLC  
Marks Clearing & Hauling  
Marshall, City of (TX)  
McIntyre, City of (GA)  
Mediacom Communications Corp.  
Medina Electric Cooperative Inc.  
Melbourne Sanitation  
Mettler-Toledo Inc.  
Michigan Gas Utilities Corp.  
Mike Best Kept Portables LLC  
Minden, City of (LA)  
Minden, City of (NE)  
Minnesota Valley Electric Cooperative Inc.  
Modern Disposal Systems  
Monahans, City of (TX)  
Montana Dakota Utilities Co.  
Moring Disposal Inc.  
Mountrail-Williams Electric Cooperative  
N1 Pipeline LLC  
Navarre, Richard  
Neubauer, David M.  
New Horizon Communications Corp.  
New York, Susquehanna & Western  
    Railway Corp., The  
Nicor Gas  
Nordic Solar Holdco LLC  
North Utica, Village of (IL)  
North Weld County Water Distict (CO)  
Northern Illinois Disposal Service  
Northern Illinois Gas Co.  
Northwest Communications Cooperative  
NRG Energy Inc.  
Oakdale Electric Cooperative  
OG&E  
OSC Energy LLC  
OSI Environment Inc.  
Ottawa, City of (Canada)  
Ottawa, City of (IL)  
Ozark Gas Transmission  
Pee Dee Electric Membership  
Penelec Co.  
People's Electric Cooperative  
Peterborough Utilities Group  
Peterson, Dave  
Petronzio Management Co. LLC  
Pickelner Fuel Co.  
Pierce Pepin Cooperative Services  
Pioneer Telephone Cooperative Inc.  
Pleasant Grove Water Association (AR)  
Pond Creek, City of (OK)  
Port-A-Jon Inc.  
Porter, Eric  
Potomac Edison Co., The  
Pounds Septic Tank Service  
PPL Electric Utilities Corp.  
Public Service Co. of Oklahoma  
Public Service Telephone Co. (GA)  
Public Service Telephone Co. Inc.  
Quarles Energy Services Inc.  
Rappahannock Electric Cooperative  
Reliant Energy Retail Services LLC  
Republic Services Inc.  
Reservation Telephone Cooperative Inc.  
Rightaway Rolloff LLC  
Rock Springs Municipal Utility (WY)  
Rocky Mountain Power Inc.  
Roff Public Works Authority (OK)  
Roff, City of (OK)  
Ryan LLC  
SEGRA  
Service Sanitation Inc.  
Shenandoah Valley Electric Cooperative  
    Inc.  
Shenandoah Valley Water Co.  
Sibley, Town of (LA)  
South Jersey Gas Co.  
South Texas Proppants & Supply LLC  
Southern Illinois Electric Cooperative  
Southstar Energy Services LLC  
Southwater Inc.  
Southwestern Electric Power Co.  
Sovereign Properties Holdco LLC  
Sparklight  
Specialized Professional Services Inc.  
Spire Alabama Inc.  
STEP Energy Services Ltd.  
Styers, Mark  
Summit Cleveland Realty LP

Symmetry Energy Solutions LLC  
Synergy Community Cooperative  
Tamms, Village of (IL)  
Teenie's Inc.  
Telecommunication Technologies Group  
Texas Broadband  
Texas Disposal Systems Inc.  
Thrush Sanitation Service Inc.  
Tiltonsville, Village of (OH)  
Time Warner Cable  
Titonsville, City of (IL)  
Town & Country Gas Inc.  
Transload Solutions LLC  
Traun, Kevin  
Troup, City of (TX), Water Department  
Tunnel Radio of America Inc.  
Twin Eagle Resource Management  
Two Way Radio Service Inc.  
TXU Energy Retail Co. LLC  
Unified Communications Corp.  
Union Gas Ltd.  
United Cooperative Services Inc.  
Universal Sanitary Equipment  
Manufacturing Co. Inc.  
Upchurch, Kody  
US Network Solutions Inc.  
US Transportation Services Inc.  
Utility Partners Inc.  
Verendrye Electric Cooperative Inc.  
Verizon Wireless  
Vertical Communications Inc.  
Wan Dynamics  
Waste Connection of Missouri  
Waste Connection of Oklahoma Inc.  
Waste Connections of Alabama Inc.  
Waste Industries  
Waste Management Inc.  
Waste Management of Ohio Inc.  
Waste Management of St. Louis  
Waste Management of WI-MN  
Waters, Mark  
Watson & Son Inc.  
WCA of Oklahoma LLC  
WE Energies  
Wells Fargo Bank NA  
West Tennessee Public Utility District (TN)  
Wheeler, City of (WI)  
Wheeler, Village of (CT)  
Wiese USA Inc.  
Williamsport Municipal Water Authority  
(PA)  
Winchester Wireless  
Windstream Corp.  
Wireless USA Inc.  
Wright City Water Supply Corp.  
WTG Gas Marketing Inc.  
Xcel Energy Inc.

**SCHEDULE 1(t)****Vendors**

3SC Center LLC	Industrial Products Conveyors & Drives Inc.
A.J. Mcdirtt Inc.	Insight Direct USA Inc.
Airgas Inc.	It Works Recruitment Inc.
Alban Tractor Co. Inc.	Jet Pulverizer Co. Inc., The
Albrightson Excavating Inc.	JF Brennan Co. Inc.
A-L-L Equipment Co. Inc.	John's Service & Sales Inc.
Alpha & Omega CS&C Inc.	Kaman Industrial Technologies
Alta Construction Equipment LLC	Kansas City Southern Railway Co.
American-Newlong Inc.	KDB Transport LLC
Apple Valley Scale Co.	L & L of Sterling Inc.
Applied Industrial Technologies Inc.	Lafarge Aggregates Illinois Inc.
Bag Supply Co. Inc.	Lambert & Co. Drilling
Bain Oil Co.	Lesman Instrument Co.
Barnhart Crane & Rigging Co.	Lotz Trucking Inc.
Bay & Bay Transfer Co. Inc.	Mab Equipment Co. Inc.
Bayne Mineral Systems Inc.	Machinery Maintenance Inc.
Bibby Financial Services Ltd.	Magid Glove & Safety Manufacturing Co.
Bo's Wood Products Inc.	LLC
Cain Electrical Supply Co.	Marquette Transportation Finance LLC
Central Maintenance & Welding Inc.	Material Motion Inc.
Commercial Packaging	MID-SHIP Group LLC
Consolidated Terminals & Logistics Co.	Millwood Inc.
Enid Terminal	Oakmoor Pallet LLC
Conviber Inc.	OmniTrax Inc.
Crisp Industries Inc.	On Site Repair Services Inc.
CSI Sands (NE) Ltd.	Owens-Illinois General Inc.
Cumberland Mine Service Inc.	Paul J. Schmit Trucking Inc.
Derrick Corp.	Pay Governance LLC
Douglas Explosives Inc.	Peed Brothers Inc.
Drives Plus LLC	Preferred Pallets & Packaging Inc.
Edwards Wood Products Inc.	Process Engineers & Equipment Corp.
ELL Advertising LLC	Process Machinery Inc.
Empire Refractory Sales Inc.	Revere Electric Supply Co.
Enterprise FM Trust	Rolta Advizex Technologies LLC
First American Equipment Finance	Sentinel Electric LLC
Four Pillars Talent LLC	Silica Transport Inc.
Gerard Daniel Worldwide Inc.	SolarWinds Inc.
H&E Equipment Services Inc.	Solomon Transformers LLC
Halm Electrical Contracting Inc.	Southern Illinois Motor Xpress
Hapag Lloyd (America) LLC	Stone Products Inc.
Hi-Crush Inc.	Sunbelt Rentals Inc.
Hood Packaging Corp.	Sunflour Railroad Inc.

Texas Fueling Services Inc.  
Thermal Kinetics Corp.  
Thumme Environmental Solutions  
TNT Drilling & Blasting Inc.  
Transpac USA Inc.  
Trinity Consultants Inc.  
Union Industrial Contractors Inc.  
United Bags Inc.  
Vizion Solutions LLC  
Wacker Chemical Corp.  
Wild Bore Mechanical Machine  
Woodstock Trucking  
Xylem Dewatering Solutions Inc.

**SCHEDULE 1(u)**

**U.S. Trustee Personnel, Judges, and Court Contacts for the Southern District of Texas**

Alonzo, Albert  
Andresen, Jeannie  
Boykin, Jacqueline  
Brumfield-Brown, Nathalie  
Castro, Ana  
Chavez, Jeannie  
Conrad, Tracey  
Do, LinhThu  
Duran, Hector  
Griffin, Barbara  
Hobbs, Jr., Henry G.  
Isgur, Marvin  
Johnson-Davis, Luci  
Jones, David R.  
Laws, Tyler  
Livingstone, Diane  
Lopez, Christopher M.  
McCullar, Alicia  
Motton, Linda  
Norman, Jeffrey P.  
Otto, Glenn  
Picota, Kimberly  
Portillo, Vriana  
Rios, Mario  
Rodriguez, Eduardo V.  
Saldana, Rosario  
Schmidt, Patricia  
Simmons, Christy  
Smith, Gwen  
Statham, Stephen  
Waxton, Clarissa

**SCHEDULE 2**

<b>Name of Entity Searched</b>	<b>Name of Entity and/or Affiliate of Entity, that is a K&amp;E Client</b>	<b>Status</b>
3M Co.	3M Company	Current
909273 Ontario Inc. Alpha Resins LLC Aquila Mineral Co. Best Sand Corp. Best Sand of Pennsylvania Inc. Bison Merger Sub I LLC Black Lab LLC Blue Earth Properties LLC Cheyenne Sand Corp. Construction Aggregates Corp. of Michigan Inc. Covia Canada Ltd. Covia Europe ApS Covia Finance Company LLC Covia Financing LLC Covia Holdings Co. Covia Holdings Corp. Covia Lime LLC Covia Specialty Minerals Inc. Dewey Resources LLC Fairmount Logistics LLC Fairmount Minerals LLC Fairmount Minerals Sales de Mexico S. de RL de CV Fairmount Santrol Inc. Fairmount Water Solutions LLC FML Alabama Resin Inc. FML Resin LLC FML Sand LLC FMSA Inc. Great Plains Sand LLC Grupo Materias Primas de Mexico S. de R. L. de C. V. Grupo Materias Primas de Mexico S. de RL de CV	Covia Holdings Corporation Covia Lime LLC	Current Closed

Name of Entity Searched	Name of Entity and/or Affiliate of Entity, that is a K&E Client	Status
Grupo Materias Primas S. de R. L. de C. V.		
Grupo Materias Primas S. de RL de CV		
Lake Shore Sand Co. (Ontario) Ltd.		
Materias Primas Minerales de Ahuazotepec S. de RL de CV		
Materias Primas Monterrey S. de RL de CV		
Mineral Visions Inc.		
Patriot Proppants Arkansas LLC		
Polymorphous Mineral Investment Corp.		
Santrol (Yixing) Proppant Co. Ltd.		
Santrol de Mexico S. de RL de CV		
Self-Suspending Proppant LLC		
Servicios Integrales Lampazos S. de RL de CV		
Shakopee Sand LLC		
Sibelco		
Sibelco Changshu Minerals Co. Ltd.		
Sibelco Japan Ltd.		
Sibelco Nederland NV		
Sibelco North America Inc.		
Specialty Sands Inc.		
Standard Sand Corp.		
Technimat LLC		
Technisand Canada Sales Ltd.		
Technisand Inc.		
Tinaco Feldspar Co. LLC		
Unimin Patriot Holdings LLC		
Unimin Wisconsin Equipment Corp.		
Unisil Corp.		
Wedron Silica Co.		
West Texas Housing LLC		

Name of Entity Searched	Name of Entity and/or Affiliate of Entity, that is a K&E Client	Status
Wexford Sand Co. Winchester & Western Railroad Co. Wisconsin Industrial Sand Co. LLC Wisconsin Specialty Sands Inc.		
A. Schulman Inc.	LyondellBasell Industries N.V.	Current
ABRY Partners LLC	ABRY Heritage Partners Co-Investment Fund	Current
Professional Travel Inc.	ABRY Heritage Partners, L.P. ABRY Investment Partnership L.P. ABRY Mezzanine Partners ABRY Partners II LLC ABRY Partners II, LLC ABRY Partners IV, L.P. ABRY Partners V, L.P. ABRY Partners VI, L.P. ABRY Partners VII Co-Investment Fund, LP ABRY Partners VII, LP ABRY Partners VIII Co-Investment Fund, L.P. ABRY Partners VIII, LP ABRY V Affiliated Partners	Current Current Current Current Current Current Current Current Current Current Current Current Current Current Current Current
Direct Travel, Inc.	Direct Travel, Inc.	Current
Peggy Koenig	Peggy Koenig	Closed
Royce Yudkoff	Royce Yudkoff	Current
Active Minerals International LLC	Active Minerals International, LLC Angel Island Capital Management, LLC David C. Dominik David Thomas Golden Gate Capital Golden Gate Capital Opportunity Fund LP Kenneth James Diekroeger Robert O'Connor Little	Current Current Former Former Current Closed Current Current

Name of Entity Searched	Name of Entity and/or Affiliate of Entity, that is a K&E Client	Status
Admiral Permian Resources	American Capital Equity Management II, LLC	Current
Crestline Denali Capital LP	American Capital, Ltd. Antony Ressler APR Holdings, LLC Ares Capital Corporation Ares Commercial Real Estate Corporation Ares Energy Investors Fund V, L.P. Ares European Real Estate Advisors IV, L.P. Ares European Real Estate Fund III, L.P. Ares Management Corporation and certain of its funds Ares Management Limited Ares US Real Estate Opportunity Fund II, L.P. Ares US Real Estate Opportunity Fund III, L.P. Ares US Real Estate Opportunity Parallel Fund III-A, L.P. David B. Kaplan James H. Simmons, III Matthew Cwiertnia	Closed Current Current Current Current Current Current Current Current Current Current Former Current Closed
AGC Flat Glass North America Inc.	AGC Inc.	Current
Albaugh, Stan	Albaugh, Stan	Current
AlixPartners LLP	Caisse de dépôt et placement du Québec	Current
AlixPartners LLP	Public Sector Pension Investment Board Sky Aviation Leasing International, L.P.	Current Closed
AllComm Wireless Inc. DFW Communications Inc.	C. Scott Perry David S. Lobel Eric D. Bommer	Former Current Current

Name of Entity Searched	Name of Entity and/or Affiliate of Entity, that is a K&E Client	Status
	James D. Coady John C. Van Sickle John F. McCormack Michael J. Fabian Paul F. Murphy Sentinel Capital Investors IV, L.P. Sentinel Capital Investors V LP Sentinel Capital Investors V, L.P. Sentinel Capital Investors VI Sentinel Capital Partners IV LP Sentinel Capital Partners IV, L.P. Sentinel Capital Partners IV-A, L.P. Sentinel Capital Partners V, L.P. Sentinel Capital Partners V, LP Sentinel Capital Partners V-A, L.P. Sentinel Capital Partners VI, L.P. Sentinel Capital Partners VI-A, L.P. Sentinel Capital Partners, L.P. Sentinel Capital Partners VI, L.P. Sentinel Junior Capital, L.P.	Current Former Current Former Current
Allianz Global Investors US LLC Emerge Energy Services LP	Allianz Capital Partners GmbH Pacific Investment Management Company, LLC	Closed Current
Pacific Investment Management Co. LLC	PIMCO Bravo Fund I, L.P.  PIMCO BRAVO Fund II LP PIMCO Dynamic Income Fund	Closed  Closed Closed
Allied World Assurance Co. Toys R Us (Canada) Ltd.	Toys "R" Us, Inc. Toys R Us-Delaware, Inc.	Current Closed
American Commercial Barge Line LLC	Centerline Capital Management, LLC Installation Services Holdings, LLC Platinum Equity, LLC	Current Closed Current
American Marazzi Tile Inc. Dal-Tile Corp.	Flooring Industries Limited, SARL Mohawk Industries, Inc.	Current Current

Name of Entity Searched	Name of Entity and/or Affiliate of Entity, that is a K&E Client	Status
Dal-Tile Mexico S. de RL de CV		
American Railcar Industries Inc.	ITE Management, LP	Current
Amundi Pioneer Asset Management Inc.	Crédit Agricole Corporate and Investment Bank FCPI Crédit Agricole PME Innovation 2009	Current Current
Anadarko Petroleum Corp. Occidental Chemical Corp. Oxy USA Inc.	Occidental Petroleum Corporation	Closed
Anchor Hocking Inc.	The Oneida Group, Inc.	Closed
Anchorage Capital Group LLC	Anchorage Capital Group	Closed
Angelo Gordon & Co. LP	Angelo Gordon Real Estate, Inc. Angelo, Gordon & Co., L.P.	Closed Current
Aon Consulting Inc.  Aon Hewitt Inc.	Aon Affinity Administradora de Beneficios Ltda.  Aon Corporation Aon Financial Services Group, Inc. Aon Holdings Corretores de Seguros Ltda. Aon Risk Services Central Inc. Aon Risk Services Companies, Inc. Aon Risk Services Northeast Inc. Aon Risk Services Southwest, Inc. Keith R. Moore Stroz Friedberg	Current  Current Current Current Current Current Current Former Closed
Apex Credit Partners LLC Jefferies LLC	Jefferies Finance LLC	Current
Arizona, State of, Department of Environmental Quality	Arizona Department of Child Safety	Current
Ascend Performance Materials Inc.	Aaron Davenport  APM (Canada) LLC APM (Hong Kong) Private Limited Apm (Pr) Llc APM (Taiwan) Co., Ltd.	Current  Current Current Current Current

Name of Entity Searched	Name of Entity and/or Affiliate of Entity, that is a K&E Client	Status
	APM Disc Holdings LLC	Current
	APM Disc Inc.	Current
	APM Foreign Holdings LLC	Current
	Ascend Performance Materials - Tilburg B.V.	Current
	Ascend Performance Materials (Korea) LLC	Current
	Ascend Performance Materials (Shanghai) Co., Ltd.	Current
	Ascend Performance Materials (Singapore) Pte. Ltd.	Current
	Ascend Performance Materials European Limited	Current
	Ascend Performance Materials Holdings Inc.	Current
	Ascend Performance Materials Inc.	Current
	Ascend Performance Materials Japan KK	Current
	Ascend Performance Materials Netherlands Holding B.V.	Current
	Ascend Performance Materials Operations LLC	Current
	Ascend Performance Materials SPRL	Current
	Ascend Performance Materials Texas Inc.	Current
	Barry B. Siadat	Current
	Jamshid Keynejad	Current
	John A. Norris, Jr.	Current
	Mario Toukan	Current
	SK Capital	Current
	SK Capital Partners II LP	Current
	SK Capital Partners III, L.P.	Current
	SK Capital Partners IV-A LP	Current
	SK Capital Partners IV-B, L.P.	Current
	SK Capital Partners V-A, L.P.	Current
	SK Capital Partners V-B, L.P.	Current
	SK Partners LLC	Current

Name of Entity Searched	Name of Entity and/or Affiliate of Entity, that is a K&E Client	Status
Aspen Insurance U.S. Services Inc.	AEPF III 34 S.à r.l.	Current
Aspen US Insurance Group	Apollo Capital Management, L.P.	Current
CareerBuilder Employment Screening LLC	Apollo Global Management Inc.	Current
	Apollo Management International LLP	Current
	Marc Rowan	Current
	Martin Kelly	Former
	MidCap Financial Services, LLC	Closed
AT&T Corp.	AT&T Corp.	Closed
	AT&T Inc.	Closed
	AT&T Intellectual Property II L.P.	Closed
	AT&T Intellectual Property II, L.P.	Closed
	AT&T Intellectual Property LLC	Closed
	AT&T Services, Inc.	Current
	DIRECTV Enterprises, LLC	Current
	DIRECTV Group Holdings, LLC	Current
	DIRECTV Holdings LLC	Current
	DIRECTV Merchandising, Inc.	Current
	DIRECTV Operations LLC	Current
	DIRECTV Sports Network LLC	Current
	DIRECTV Sports Networks, LLC	Current
	Directv, LLC	Current
	Hello Sunshine	Current
	The DIRECTV Group, Inc.	Current
Atmos Energy Marketing LLC	Continental Intermodal Group LP	Current
CIG Logistics Services LLC	ECP Mezzanine Fund	Current
Symmetry Energy Solutions LLC	Energy Capital Partners	Current
Tessco Energy Services Inc.	Energy Capital Partners - Credit Solutions II	Current
	Energy Capital Partners Fund II	Current
	Energy Capital Partners Fund III	Current
	Energy Capital Partners I LP	Current
	Energy Capital Partners I-A LP	Current
	Energy Capital Partners II LP	Current
	Energy Capital Partners II-A LP	Current

Name of Entity Searched	Name of Entity and/or Affiliate of Entity, that is a K&E Client	Status
	Energy Capital Partners II-C LP Energy Capital Partners III LP Energy Capital Partners III-B, LP Energy Capital Partners IV LP Energy Capital Partners Mezzanine (Alaska Midstream Co-Invest) II, LP Energy Capital Partners Mezzanine (Alaska Midstream Co-Invest), LP Energy Capital Partners Mezzanine Opportunities Fund A, LP Energy Capital Partners Mezzanine Opportunities Fund B, LP Energy Capital Partners Mezzanine Opportunities Fund LP Energy Capital Partners Mezzanine Opportunities Fund Offshore Feeder, LP	Current Closed Current Current Current Current Current Current Current Current Current Current
Avaya Inc.	Avaya Inc.	Current
AXA Investment Management	AB Commercial Real Estate Debt Series 1-A	Current
Indian Harbor Insurance Co.	AB Commercial Real Estate Debt Series 1-B AB Commercial Real Estate Debt Series 1-C AB Institutional Series B AB Institutional Series C AXA REIM SGP	Current Current Current Current Current
Bank of America Corp.	Banc of America Capital Investors SBIC, L.P.	Former
Bank of America Leasing & Capital	Bank of America Capital Investors LP	Former
Bank of America NA	Bank of America Corporation	Current
BofA Securities Inc.	Bank of America Merrill Lynch	Current
Merrill Lynch Pierce Fenner & Smith Inc.	Bank of America Securities Limited	Closed



Name of Entity Searched	Name of Entity and/or Affiliate of Entity, that is a K&E Client	Status
	H.I.G. Europe Capital Partners, L.P. H.I.G. European Capital Partners LLP H.I.G. Middle Market LLC H.I.G. Realty Partners H.I.G. Venture Partners, L.P.	Current Current Current Current Current
BB&T Securities  Truist Bank	BB&T Corp. and SunTrust Banks, Inc. BB&T Insurance Holdings, Inc. SunTrust Bank SunTrust Banks, Inc. SunTrust Capital Markets Inc. Truist Bank Truist Financial Corp.	Current Current Closed Closed Closed Current Current
Beach Point Capital Management LP	Beach Point Capital Management LP	Current
Benefit Street Partners LLC	Benefit Street Partners	Closed
Benjamin Moore & Co. BNSF Railway Co. Johns Manville Corp. New England Asset Management Inc. Rocky Mountain Power Inc.	Berkshire Hathaway Energy Co. BNSF Railway Precision Castparts Corp.	Current Current Closed
[REDACTED] [REDACTED] [REDACTED]	[REDACTED]	[REDACTED]
BlueCrest Capital Management	Bluecrest Capital Management (New York) LP	Current
BMO Capital Markets Corp. BMO Harris Bank NA Trust BMO Nesbitt Burns Inc.	BMO Capital Markets BMO Capital Markets Corp. BMO Harris Bank NA BMO Nesbitt Burns Inc.	Current Current Current Current
BNP Paribas Securities Corp.	Bank of the West BNP Paribas BNP Paribas FS, LLC BNP Paribas SA BNP Paribas Securities (Asia) Ltd.	Closed Closed Closed Closed Current

Name of Entity Searched	Name of Entity and/or Affiliate of Entity, that is a K&E Client	Status
Boaz Energy II Royalty LLC	NGP Energy Capital Management, LLC	Current
Camino Natural Resources LLC		
Brown Brothers Harriman & Co	BBH Capital, LLC	Current
BrownFlynn Ltd.	OCP All Canadian Funds Inc. OCP Asian Funds Inc. OCP Canadian Funds II Inc. OCP Canadian Funds Inc. OCP European Funds II Inc. OCP European Funds Inc. OCP JLA IV Funds Inc. OCP Non Canadian Mezzanine Funds Inc.  OCP Royalty Funds Inc. OCP US Buyout Funds III Inc. OCP US Buyout Funds Inc. OCP US Venture Funds Inc. OMERS Administration Corp. OMERS Capital Asian Opportunities Corporation OMERS Capital European Opportunities Corporation OMERS Capital US Buyout Funds I Inc. OMERS Capital US Buyout Funds II Inc. OMERS Infrastructure Management, Inc. OMERS Private Equality Venture Funds II Inc. OMERS Private Equity Inc.	Closed Closed Closed Closed Closed Closed Closed Closed Closed Closed Closed Closed Closed Closed Closed Closed Closed Closed Current Closed Closed
Buffalo & Pittsburgh Railroad Inc.	Brookfield Asset Management Inc. Brookfield Asset Management, LLC Brookfield Business Partners LP Brookfield Infrastructure Credit Fund Brookfield Infrastructure Fund	Current Current Current Current Closed

Name of Entity Searched	Name of Entity and/or Affiliate of Entity, that is a K&E Client	Status
	Brookfield Infrastructure Group LLC Brookfield Special Opportunities LLC Brookfield Strategic Real Estate Partners III BSREP II Bermuda GP L.P. GFI Energy Group of Oaktree Capital Management Jordon Kruse Matthew Wilson Oaktree Acquisition Corp. Oaktree Capital Management, L.P. Oaktree Maritime Finance II, LLC Oaktree Middle-Market Direct Lending Unlevered JPN-A 2017 Fund, L.P Oaktree Power Opportunities Fund V, L.P. Oaktree Special Situations Group Oaktree Strategic Credit Ronald N. Beck Stephen Kaplan	Closed Current Former Closed Current Former Former Current Current Current Current Current Current Closed Closed Current Former Current
Buffalo & Pittsburgh Railroad Inc.	GIC 11 E. Walton Holdings LLC GIC Infra Holdings Pte Ltd. GIC Private Markets Private Limited GIC Pte. Ltd. GIC Real Estate Inc.	Closed Current Current Closed Current
C&J Energy Services Inc. Keane Frac LP	C&J Energy Services, Inc.	Current
Cablevision Lightpath Inc.	Altice USA Inc. Cablevision Systems Corporation CSC Holdings Company CSC Holdings, LLC	Current Current Current Current
Canaccord Genuity Corp.	Canaccord Genuity Wealth Management	Current

Name of Entity Searched	Name of Entity and/or Affiliate of Entity, that is a K&E Client	Status
	David Esfandi	Closed
Canada, Government of the, Ministere de L'Environnement	CPP Investment Board	Current
Canada, Government of, Department of Fisheries & Oceans	CPPIB Asia Inc.	Current
Canada, Government of, Her Majesty the Queen in Right of Ontario	CPPIB Canada Inc.	Current
Canada, Government of, Minister of Natural Resources	Public Sector Pension Investment Board	Current
Canada, Government of, Nuclear Safety Commission		
Canada, Government of, Province of Quebec, Ministere du Revenu		
Canada, Government of, Revenue Agency		
Canyon Capital Advisors LLC	AECOM-Canyon Real Estate Fund Advisors LLC	Former
	Canyon Capital Advisors LLC	Current
	ICE Canyon LLC	Current
CareerBuilder Employment Screening LLC	Ontario Teachers Pension Plan (Asia) Limited	Current
	Ontario Teachers' Pension Plan Board	Current
Carlyle Investment Management	Carlyle Asia Growth Partners IV LP	Current
	Carlyle Asia Investment Advisors Limited	Current
	Carlyle Aviation Fund Management LLC	Current
	Carlyle Energy Mezzanine Opportunities Fund II, L.P.	Current
	Carlyle Global Credit Investment Management LLC	Current
	Carlyle Group, The	Current
	Carlyle Infrastructure Fund, L.P.	Current

Name of Entity Searched	Name of Entity and/or Affiliate of Entity, that is a K&E Client	Status
	Carlyle Investment Management LLC Carlyle Realty Partners III, L.P. Carlyle Realty Partners IV, L.P. Carlyle Realty Partners V, L.P. Carlyle Realty Partners, L.P. Rodney S. Cohen The Carlyle Group The Carlyle Group Europe - CEP IV Advisor S.a r.l.	Closed Closed Closed Closed Closed Current Current Closed
CarVal Investors	CarVal Investors GB LLP CarVal Investors LP Cvi Erep Oc I Llc Cvi Erep Oc Iii Llc CVI Europe Real Estate Partners CVI Luxembourg Fifteen Sarl CVI Outer London LP (Cayman) CVI Outer London, L.P.	Closed Current Current Current Current Closed Current Current
Catalyst Energy Services Inc.	AMLI/BPMT Towne Square Partnership	Current
Morgan Stanley & Co. LLC	Morgan Stanley & Co. LLC	Closed
Morgan Stanley Investment Management Inc.	Morgan Stanley AIP GP LP	Current
Morgan Stanley Smith Barney LLC	Morgan Stanley Asia Limited Morgan Stanley Asia Ltd. Morgan Stanley Infrastructure Inc. Morgan Stanley Investment Management Limited Morgan Stanley Mezzanine Partners Morgan Stanley Real Estate Investing Morgan, Stanley & Co. MS MCC Highland LLC	Current Current Current Current Current Former Current Closed
Caterpillar Financial Services Corp.	Caterpillar Financial Services Corporation	Current
Caterpillar Financial Services Ltd.	Caterpillar, Inc.	Current

Name of Entity Searched	Name of Entity and/or Affiliate of Entity, that is a K&E Client	Status
Progress Rail Leasing Corp.		
Central States Southeast and Southwest Areas Pension Fund	Central States, Southeast and Southwest Area Pension Fund	Current
Cerberus Capital Management LP	Cerberus Capital Management, L.P. Cerberus Real Estate Capital Management, LLC Steven Mayer and Laura Mayer	Current Closed Current
CertainTeed Corp.	CertainTeed Saint-Gobain Abrasives, Inc. Saint-Gobain Corp. Saint-Gobain Performance Plastics, Inc.	Current Current Current Current
Cetera Investment Services LLC RS Energy Group Inc.	Genstar Capital Partners LLC	Current
Champion Energy Services LLC	Access Industries, Inc. Blackstone Alliance LLC Calpine Corporation CPN Insurance Corporation CPP Investment Board CPPIB Asia Inc. CPPIB Canada Inc. Liam Ratcliffe LongPoint Holdings LLC	Current Current Current Closed Current Current Current Current Closed
Charles Schwab & Co. Inc.	Charles Schwab & Co., Inc.	Closed
Charter Communications LLC  Time Warner Cable	Charter Communications Holding Co. LLC  Charter Communications Holdings LLC  Charter Communications LLC Charter Communications Operating LLC  Charter Communications, Inc. Charter Fiberlink - Missouri, LLC Charter/Comcast JV  Time Warner Cable Inc.	Current  Current  Current Current  Current Current Current Current Current

Name of Entity Searched	Name of Entity and/or Affiliate of Entity, that is a K&E Client	Status
	Time Warner Cable Information Services (Kansas), LLC Time Warner Cable LLC	Current Current
Chrome River Technologies Inc.	Certify, Inc. Charger TopCo Inc. K1 Investment Management, LLC K1 Investment Management, LLC - Fund I K1 Private Investors L.P. K1 Special Opportunities Fund, L.P. K4 Private Investors, L.P.	Current Current Current Closed Current Current Current
CIBC World Markets Inc.	CIBC World Markets Corp.	Closed
CIFC Asset Management	CIFC Asset Management Europe Limited CIFC Asset Management LLC	Current Current
Cigna Corp.	Cigna Behavioral Health, Inc. Cigna Corporation Cigna Health and Life Insurance Company Cigna Health Corporation Cigna Healthcare - Mid-Atlantic, Inc. Cigna Healthcare of California Inc. Cigna Healthcare of Colorado, Inc. CIGNA Healthcare of Florida, Inc. CIGNA Healthcare of Georgia, Inc. CIGNA HealthCare of North Carolina, Inc. CIGNA HealthCare of Pennsylvania, Inc. CIGNA HealthCare of South Carolina, Inc. CIGNA HealthCare of St. Louis, Inc.	Current Current Current Current Closed Current Closed Current Current Current Current Current Current Current

Name of Entity Searched	Name of Entity and/or Affiliate of Entity, that is a K&E Client	Status
	Cigna Healthcare of Tennessee, Inc. CIGNA Healthcare of Texas, Inc. CIGNA Healthcare, Inc. CIGNA Insurance Co. Connecticut General Life Insurance Company	Current Current Closed Current Current
Cintas Corp.	Cintas Corporation	Current
Citadel Securities LLC	Citadel LLC Citadel Securities, LLC	Current Current
Citibank NA Citigroup Global Markets Inc.	Citibank Citibank NA Citicorp Citicorp Mezzanine III, L.P. Citigroup Global Markets Asia Limited Citigroup Global Markets Inc. Citigroup Global Markets Ltd. Citigroup Inc.	Closed Closed Closed Closed Current Current Closed Closed
Clancey, Gerald L.	Clancey, Jerry	Current
COGECO Inc.	Acquisitions Cogeco Cable II LP Atlantic Broadband Finance, LLC Cogeco Cable, Inc.	Current Current Current
Column Park Asset Management LP	Column Park Asset Management, LP	Closed
Comcast Cable Comcast Cable Communications LLC	Charter/Comcast JV	Current
Commonwealth Edison Co. Constellation NewEnergy Inc. Exelon Corp.	Exelon Corporation William A. Von Hoene, Jr.	Current Current
Corning Inc.  Corning Pharmaceutical Glass	Corning Cable Technology Systems, Inc. Corning Inc. Corning Optical Communications LLC iBwave Holdings, Inc.	Current Current Current Closed
Covanta Environmental Solutions LLC	Covanta Holding Corporation	Current

Name of Entity Searched	Name of Entity and/or Affiliate of Entity, that is a K&E Client	Status
Covanta Indianapolis Inc.	Covanta Tulsa Renewable Energy, LLC	Current
Covanta Tulsa Renewable Energy LLC		
Credit Suisse Securities (USA) LLC	Credit Suisse (Hong Kong) Limited Credit Suisse AG Credit Suisse AG, Executive Board Credit Suisse Group AG Credit Suisse Group AG, Executive Board Credit Suisse International Credit Suisse Securities (USA) LLC Credit Suisse Securities Europe Ltd.	Current Current Current Current Current Current Current
De Lage Landen Financial Services Inc.	Stretto	Current
Deere & Co. John Deere Foundry	Deere & Company Deere Receivables LLC John Deere Bank S.A. John Deere Canada Funding Inc. John Deere Canada ULC John Deere Capital Corp. John Deere Cash Management S.A. John Deere Financial Inc. John Deere Financial Limited John Deere Owner Trust John Deere Receivables Inc.	Current Current Current Current Current Current Current Current Current Current
Deloitte Tax LLP	Adrian Peter Berry Clare Boardman Deloitte Consulting LLP Deloitte LLP Deloitte Statsautoriseret Revisionspartnerselskab Deloitte Tax LLP Deloitte USA LLP	Current Current Current Current Current Current Current

Name of Entity Searched	Name of Entity and/or Affiliate of Entity, that is a K&E Client	Status
Deutsch Bank AG, Frankfurt Branch	DB U.S. Financial Markets	Current
Deutsche Bank Securities Inc.	Deutsche Bank AG	Current
Deutsche Investment Management Americas Inc.	Deutsche Bank AG, London Branch	Current
DWS Investment Management Americas	Deutsche Bank AG, New York Branch	Current
	Deutsche Bank Americas Holding Corp.	Current
	Deutsche Bank Securities Inc.	Current
	Deutsche Bank Trust Co. Americas	Current
	Deutsche Bank Trust Corp.	Current
Devon Energy Corp.	Devon Energy Production Company L.P.	Current
Discovery Benefits Inc.	WEX, Inc.	Closed
Dominion Energy Inc.	Dominion Energy Questar Corporation	Closed
Dominion Energy Ohio	Dominion Energy Services, Inc.	Current
Donnelley Financial LLC	Mark D. Thoma	Former
DTE Energy Co.	DTE Energy Company	Closed
Duke Energy Progress LLC	Duke Energy Corporation	Closed
	Piedmont Natural Gas	Closed
Durand Glass Manufacturing Co. Inc.	Arc Management & Services	Current
Durcon Inc.	Clayton, Dubilier & Rice, LLC	Current
Dynegy Energy Services LLC	OpTerra Energy Group	Closed
Illinois Power Marketing Co.	Vistra Energy Corp.	Current
TXU Energy Retail Co. LLC		
Eagle Point Credit Management LLC	Stone Point Capital LLC	Current
Marble Point Credit Management LLC		
MP CLO Management LLC		
Newport Group Inc., The		
SKY Harbor Capital Management LLC		
EarthLink Business LLC	Windstream Communications, LLC	Current

Name of Entity Searched	Name of Entity and/or Affiliate of Entity, that is a K&E Client	Status
Windstream Corp.	Windstream Eagle Holdings LLC Windstream Finance Corp. Windstream Holdings, Inc. Windstream Holdings, Inc. and its filing affiliates Windstream Lakedale, Inc. Windstream Services LLC	Current Current Current Current Current Current
EarthLink Business LLC	Trive Capital Fund III LP Trive Capital Fund III-A LP Trive Capital Management LLC	Current Current Current
El Paso Natural Gas Co. LLC Kinder Morgan Bulk Terminal	Kinder Morgan Energy Partners LP Kinder Morgan, Inc.	Current Current
ENGIE Resources LLC	ENGIE Energy Services Holdings Northeast LLC ENGIE North America Inc. OpTerra Energy Group	Current Closed Closed
Equinor USA Onshore Properties Inc.	Equinor ASA	Closed
Ernst & Young LLP	Ernst & Young Canada Ernst & Young LLP Ernst & Young U.S. LLP	Current Closed Closed
ESCO Corp. Weir Slurry Group Inc.	ESCO Group LLC	Current
Fedex Corp. Fedex Ground Package System Inc.	FedEx Trade Networks, Inc.	Closed
First American Commercial Bancorp Inc. First American Equipment Finance RBC Capital Markets LLC RBC Dominion Securities Inc. RBC Global Asset Management Inc.	BlueBay Asset Management Services Ltd. RBC Select Hedge Fund Portfolio Ltd. RBC Wealth Management	Current Closed Current
First Union Rail Corp. GE Capital Rail Services Helm-Pacific Leasing	Jon Kossow Norwest Equity Capital, LLC Norwest Equity Partners VIII, LP	Current Closed Closed

Name of Entity Searched	Name of Entity and/or Affiliate of Entity, that is a K&E Client	Status
Wells Fargo & Co.	Norwest Venture Partners VI-A, LP	Closed
Wells Fargo Bank NA	Norwest Venture Partners VII-A, LP	Closed
Wells Fargo Equipment Finance Inc.	Norwest Venture Partners VIII, LP	Closed
Wells Fargo Rail Corp.	Wachovia Capital Partners Secondary Fund I, LP	Closed
	Wachovia Holdings Corporation	Closed
	Wachovia Investors, Inc.	Closed
	Wachovia Securities, LLC	Closed
	Wells Fargo Central Pacific Holdings, Inc.	Closed
	Wells Fargo Securities LLC	Current
	WFC Holdings Corporation	Closed
Frontier Communications Corp.	Frontier ABC LLC	Current
	Frontier California Inc.	Current
	Frontier Communications - Midland Inc.	Current
	Frontier Communications - Prairie Inc.	Current
	Frontier Communications - Schuyler Inc.	Current
	Frontier Communications Corporate Services Inc.	Current
	Frontier Communications Corporation	Current
	Frontier Communications ILEC Holdings LLC	Current
	Frontier Communications Northwest Inc.	Current
	Frontier Communications of America Inc.	Current
	Frontier Communications of AuSable Valley, Inc.	Current
	Frontier Communications of Breezewood LLC	Current
	Frontier Communications of Canton LLC	Current

Name of Entity Searched	Name of Entity and/or Affiliate of Entity, that is a K&E Client	Status
	Frontier Communications of Delaware Inc.	Current
	Frontier Communications of DePue, Inc.	Current
	Frontier Communications of Georgia LLC	Current
	Frontier Communications of Illinois, Inc.	Current
	Frontier Communications of Indiana LLC	Current
	Frontier Communications of Iowa LLC	Current
	Frontier Communications of Lakeside Inc.	Current
	Frontier Communications of Lakewood LLC	Current
	Frontier Communications of Michigan Inc.	Current
	Frontier Communications of Minnesota Inc.	Current
	Frontier Communications of Mississippi LLC	Current
	Frontier Communications of Mt. Pulaski, Inc.	Current
	Frontier Communications of New York Inc.	Current
	Frontier Communications of Orion Inc.	Current
	Frontier Communications of Oswayo River LLC	Current
	Frontier Communications of Pennsylvania, LLC	Current
	Frontier Communications of Rochester, Inc.	Current
	Frontier Communications of Seneca-Gorham, Inc.	Current
	Frontier Communications of Sylvan Lake Inc.	Current



Name of Entity Searched	Name of Entity and/or Affiliate of Entity, that is a K&E Client	Status
	[REDACTED] [REDACTED] [REDACTED] [REDACTED] [REDACTED]	[REDACTED] [REDACTED] [REDACTED] [REDACTED] [REDACTED]
Galaxy XXIV CLO Ltd.	FWD Group Management Holdings Limited FWD Life Insurance Company (Bermuda) Limited Pacific Century Group Holdings HK Limited Richard Li	Current Current Closed Current
Garrison Investment Group	Garrison Investment Group LP GIG Atlanta Galleria PropCo LLC	Former Closed
GATX Corp.	GATX Corporation GATX Rail Austria GmbH GATX Rail Germany GmbH GATX Rail Poland	Closed Closed Closed Closed
General Motors de Mexico SA GM Powertrain Group	Cruise LLC General Motors ARS Fund General Motors Asset Management Absolute Return Strategies General Motors Co. General Motors Company, Inc. General Motors Corp. General Motors Holdings LLC General Motors Investment Management Corporation General Motors LLC General Motors of Canada Limited General Motors, Chevrolet Division GM - VIS Litigation GM Absolute Return Strategies Fund, LLC	Current Former Former Current Former Current Former Current Current Former Former Former Current Former

Name of Entity Searched	Name of Entity and/or Affiliate of Entity, that is a K&E Client	Status
	GM Financial/AmeriCredit GMAM Absolute Return Strategies Fund, LLC Motors Liquidation Company	Closed Former Current
Genesys Telecommunications Laboratories Inc.	Technology Crossover Ventures	Current
Georgia, State of, Department of Human Services Georgia, State of, Department of Natural Resources Georgia, State of, Department of Revenue Georgia, State of, Environmental Protection Division Georgia, State of, Office of Insurance & Fire Safety Georgia, State of, Office of the Governor	State of Georgia	Current
Goldentree Asset Management LP	GoldenTree Asset Management, L.P.	Current
Goldman Sachs & Co. LLC Goldman Sachs Asset Management LP	Goldman Sachs Goldman Sachs (Asia) LLC Goldman Sachs Asset Management International Ltd. Goldman Sachs Group Inc., The Goldman Sachs Group, Merchant Banking Division Goldman Sachs International Bank Goldman Sachs International Ltd. Goldman Sachs MB Services Limited Goldman Sachs PIA Goldman Sachs Trust Company of Delaware West Street Infrastructure Partners	Current Current Current Current Current Current Current Closed Current Current Closed
Golub Capital LLC	Golub Capital BDC, Inc.	Current

Name of Entity Searched	Name of Entity and/or Affiliate of Entity, that is a K&E Client	Status
Guggenheim Partners	Guggenheim Corporate Funding LLC Guggenheim Credit Services, LLC Guggenheim Partners Investment Management, LLC	Current Current Current
Heritage-Crystal Clean LLC	The Heritage Group Waelz Sustainable Products, LLC	Current Current
Hess Bakken Investments II LLC	Hess Bakken Investments II, LLC Hess Corporation Hess Oil Virgin Islands Corp.	Current Current Closed
Highbridge Capital Management JP Morgan Chase Bank  JP Morgan Proprietary Asset Account JP Morgan Securities LLC  JPMorgan Chase Bank Correspondance Clearing Services 2 JPMorgan Chase Bank NA	Chase Bank USA, NA Chase Paymentech Solutions, LLC Highbridge Asia Fund  Highbridge Capital Management, LLC Highbridge Co-Investment Vehicle  Highbridge Multi-Strategy Fund Highbridge Tactical Credit Fund J.P. Morgan Securities (Far East) Limited  J.P. Morgan Securities Asia Pacific Limited  J.P. Morgan Securities LLC JPMorgan Asset Management - Global Real Assets  JPMorgan Chase & Co. JPMorgan Chase & Co. and JPMorgan Chase Bank National Association  JPMorgan Chase Bank NA JPMorgan Funds Limited JPMorgan Investment Management Inc. - Global Special Situations	Closed Closed Closed  Current  Closed  Closed Closed Closed  Current  Current Closed Current  Current Current Current

Name of Entity Searched	Name of Entity and/or Affiliate of Entity, that is a K&E Client	Status
	JPMorgan Investment Management Inc. - Infrastructure Investment Group JPMorgan Ventures Energy Corporation	Current Current
Highland Capital Management LP	Highland Europe (UK) LLP	Current
Hodges-Mace LLC	BCP (Singapore) VI Cayman Acquisition Co. Ltd.	Current
SERVPRO of Birmingham	BCP VIII, L.P.	Current
Twin Eagle Resource Management	Bilal Khan	Current
	Blackstone Alternative Asset Management LP	Current
	Blackstone Alternative Solutions LLC	Current
	Blackstone Asia	Current
	Blackstone CQP Holdco LP	Current
	Blackstone Family Real Estate Partnership (Offshore) VIISMD L.P.	Current
	Blackstone Family Real Estate Partnership Europe IV-SMD L.P.	Current
	Blackstone Group, The	Current
	Blackstone Infrastructure Partners	Current
	Blackstone ISG-I Advisors LLC	Current
	Blackstone ISG-II Advisors LLC	Current
	Blackstone Life Sciences Advisors LLC	Current
	Blackstone Management Partners LLC	Current
	Blackstone Mortgage Trust Inc.	Current
	Blackstone Real Estate	Current
	Blackstone Real Estate Advisors	Current
	Blackstone Real Estate Advisors, LP	Current
	Blackstone Real Estate Holdings (Offshore) VII-NQ L.P.	Current

Name of Entity Searched	Name of Entity and/or Affiliate of Entity, that is a K&E Client	Status
	Blackstone Real Estate Holdings (Offshore) VII-NQ - ESC L.P.	Current
	Blackstone Real Estate Holdings Europe IV-NQ ESC L.P.	Current
	Blackstone Real Estate Partners	Current
	Blackstone Real Estate Partners (Offshore) VII.F-NQ L.P.	Current
	Blackstone Real Estate Partners (Offshore) VII.TE.1-8-NQ L.P.	Current
	Blackstone Real Estate Partners (Offshore) VII-NQ L.P.	Current
	Blackstone Real Estate Partners Europe	Current
	Blackstone Real Estate Partners Europe IV-NQ L.P.	Current
	Blackstone Real Estate Partners Limited	Current
	Blackstone Real Estate Special Situations Advisors LLC	Current
	Blackstone Singapore Pte Ltd.	Current
	Blackstone Strategic Capital Holdings L.P.	Current
	Blackstone Strategic Opportunity Fund	Current
	Blackstone Strategic Partners	Current
	Blackstone Tactical Opportunities	Current
	Blackstone Tactical Opportunities Advisors LLC	Current
	Blackstone Tactical Opportunities Fund LP	Closed
	David I. Foley	Current
	GSO Capital Opportunities Fund III LP	Closed
	GSO Capital Partners	Current
	GSO Capital Partners International LLP	Current
	GSO Capital Partners LP	Current
	John-Paul Munfa	Current



Name of Entity Searched	Name of Entity and/or Affiliate of Entity, that is a K&E Client	Status
	HSBC Bank USA NA HSBC Holdings plc HSBC Securities (USA) Inc.	Closed Current Closed
Huntington National Bank, The	Huntington Bancshares Incorporated The Huntington National Bank	Closed Closed
IFS North America Inc.	EQT AB EQT Corporation EQT Credit EQT Energy II, LLC EQT Energy, LLC EQT Gathering LLC EQT Investments Holdings, LLC EQT Mid Market Fund EQT Midstream Partners, LP EQT Midstream Services LLC EQT Partners UK Advisors LLP EQT Production Co. EQT Public Value Fund EQT VII Ltd. WorkWave, LLC	Current Current Closed Closed Current Closed Closed Closed Closed Closed Current Closed Current Current Closed
Illinois Railway LLC	Broe CR Investor, LLC	Current
Illinois, State of	Illinois Executive Ethics Commission	Current
Illinois, State of, Department of Natural Resources	Illinois Torture Inquiry and Relief Commission	Current
Illinois, State of, Department of Public Health	Office of the Governor, State of Illinois	Current
Illinois, State of, Department of Revenue		
Illinois, State of, Emergency Management Agency		
Illinois, State of, Environmental Protection Agency		
Illinois, State of, Secretary of State		
Illuminating Co., The Penelec Co. Potomac Edison Co., The	FirstEnergy Corporation	Closed





Name of Entity Searched	Name of Entity and/or Affiliate of Entity, that is a K&E Client	Status
	TPG RE II Arlington SPV II, Limited Partnership (PEI) TPG RE II Arlington SPV III, Limited Partnership (PEI) (2) TPG Real Estate TPG Real Estate Partners II, L.P. TPG Star VPSI, L.P.	Current Current Current Current Closed
Magaud, George	Magaud, George	Current
Magnetar Capital LLC	Magnetar Capital LLC Steven Shapiro	Current Closed
ManpowerGroup US Inc. Right Management	Manpower, Inc.	Current
Manufacturers & Traders Trust Co.	Wilmington Trust-London Limited	Current
Marathon Asset Management LP	Marathon Asset Management, LP	Closed
Martin Marietta Corp.	Neustar, Inc.	Current
Martin Marietta Equipment Co. Inc.	Martin Marietta Materials, Inc.	Closed
McKinsey Recovery & Transformation Services US LLC	McKinsey Recovery & Transformation Services Australia Co. McKinsey Recovery & Transformation Services Canada Co. McKinsey Recovery & Transformation Services France Co. McKinsey Recovery & Transformation Services U.S., LLC McKinsey Recovery & Transformation Services UK Limited	Closed Closed Closed Current Closed
Mehta, Vinay	Mehta, Vinay	Current
MetLife Inc.	MetLife Private Equity Holdings LLC	Current
MidOcean Partners LLP	Graham Clempson MidOcean Absolute Return Credit Fund, LP	Current Current

Name of Entity Searched	Name of Entity and/or Affiliate of Entity, that is a K&E Client	Status
	MidOcean Absolute Return Credit Master Fund, Ltd. MidOcean Absolute Return Credit Offshore Fund, Ltd. MidOcean Absolute Return Credit Offshore Intermediate Fund, L.P. MidOcean Credit Focus Fund I, LP MidOcean Credit Opportunity Fund, L.P. MidOcean Credit Opportunity Master Fund L.P. MidOcean Credit Opportunity Offshore Fund, Ltd. MidOcean Credit Opportunity Offshore Intermediate Fund, L.P. MidOcean Partners, LP Ted Virtue	Current Current Current Current Current Current Current Current Current Current
Midwest Railcar Corp.	Creekstone Farms Premium Beef LLC	Closed
Napier Park Global Capital (US) LP	Daniel Kittredge Edwin H. May	Closed Current
National Bank Financial Inc.	National Bank of Canada	Current
Natixis Loomis Sayles Senior Loan Fund	MV Credit Partners LLP Natixis Global Asset Management LP	Current Closed
Neuberger Berman Group LLC	NB Alternatives Advisers LLC Neuberger Berman Investment Advisers LLC	Current Current
New York, State of, Department of Environmental Conservation	Empire State Development State of New York	Current Closed
Nomura Securities International Inc.	Nomura Asset Acceptance Corporation	Closed





Name of Entity Searched	Name of Entity and/or Affiliate of Entity, that is a K&E Client	Status
	Onex Partners Manager, L.P.	Closed
Ozark Gas Transmission	Basalt Infrastructure Partners LLP	Current
Palmer Square Capital Management	Platform Ventures X LLC	Closed
Paul Weiss Rifkind Wharton & Garrison LLP	John C. Godfrey	Current
Pennsylvania, Commonwealth of, Department of Environmental Protection	Office of the General Counsel of Pennsylvania	Current
Pennsylvania, Commonwealth of, Department of Revenue	Office of the Governor of Pennsylvania Office of the Secretary of State of Pennsylvania Pennsylvania Higher Education Assistance Agency	Current Current Current
PGIM Inc.  Prudential Financial Inc.	Prudential Insurance Company of America	Closed
PJT Partners Inc.	PJT Partners (UK) Limited PJT Partners Holdings LP	Current Current
PNC Bank NA	PNC Bank NA PNC Financial Services Group Inc., The PNC Merchant Services Company, L.P.	Closed Closed Closed
PPL Electric Utilities Corp.	LG&E and KU Energy LLC	Closed
Price River Terminal LLC	Energy Transfer Fuel, L.P. Energy Transfer Partners, L.P.	Closed Closed
PricewaterhouseCoopers Advisory Services LLC  PricewaterhouseCoopers LLP	Price Waterhouse & Co. S.R.L.  PricewaterhouseCoopers Business Consulting (Shanghai) Co. Ltd. PricewaterhouseCoopers Consultores, Auditores y Compania Limitada PricewaterhouseCoopers Hong Kong Limited	Closed Closed Closed Closed

Name of Entity Searched	Name of Entity and/or Affiliate of Entity, that is a K&E Client	Status
	PricewaterhouseCoopers Limited PricewaterhouseCoopers LLP PricewaterhouseCoopers LLP Ontario PricewaterhouseCoopers Zhong Tian LLP	Closed Current Current Closed
Raymond James & Associates Inc. Raymond James Ltd.	Raymond James & Associates, Inc.	Closed
Robert W. Baird & Co., Inc.	Baird Capital Partners Europe Limited Baird Venture Partners III Limited Partnership Robert W. Baird & Co. Incorporated	Current Current Current
Rocky Mountain Bottle Co.	MillerCoors LLC Molson Coors Brewing Company	Closed Current
Rosewood Resources Inc. Schlumberger Technology Corp.	Schlumberger Limited Schlumberger Technology The Rosewood Corporation WesternGeco LLC	Current Current Current Current
RS McGladrey RSM US LLP	Bruce A. Mackay Matthew R. Haw	Current Current
SAI Global Compliance Ltd.	SAI Global Management Team Silverfern Capital Management, LLC SREP Capital Management, LLC	Current Current Current
SAI Global Compliance Ltd.	Baring Private Equity Asia Baring Private Equity Asia Limited SAI Global Management Team	Current Closed Current
Scott, County of (MN)	Scott County, Minnesota	Current
Sherwin-Williams Co., The	The Sherwin-Williams Company	Current
Siemens Financial Services Inc.	Infineon Technologies AG Siemens AG Siemens Capital Company LLC Siemens Convergence Creators Corporation Siemens Corporation	Current Closed Current Current Current

Name of Entity Searched	Name of Entity and/or Affiliate of Entity, that is a K&E Client	Status
	Siemens Credit Warehouse, Inc.	Current
	Siemens Demag Delaval Turbomachinery, Inc.	Current
	Siemens Electrical, LLC	Current
	Siemens Energy, Inc.	Current
	Siemens Financial Services, Inc.	Current
	Siemens Financial, Inc.	Current
	Siemens First Capital Commercial Finance, LLC	Current
	Siemens Fossil Services, Inc.	Current
	Siemens Generation Services Company	Current
	Siemens Government Technologies, Inc.	Current
	Siemens Healthcare Diagnostics, Inc.	Current
	Siemens Industry, Inc.	Current
	Siemens Medical Solutions USA, Inc.	Current
	Siemens Molecular Imaging, Inc.	Current
	Siemens Postal, Parcel & Airport Logistics LLC	Current
	Siemens Power Generation Service Company, Ltd.	Current
	Siemens Product Lifecycle Management Software Inc.	Current
	Siemens Public, Inc.	Current
	Siemens USA Holdings, Inc.	Current
	Siemens Wind Power, Inc.	Current
SMBC Rail Investment LLC	Sumitomo Mitsui Banking Corp.	Current
SMBC Rail Services LLC		
Soane Energy LLC	Intervale Capital Fund II, L.P.	Current
Soane Labs LLC	Intervale Capital Fund II-A, L.P.	Current
	Intervale Capital Fund III, L.P.	Current
	Intervale Capital Fund, L.P.	Current
	Intervale Capital LLC	Current
	Intervale TRF Investor LLC	Current
	Jason Turowsky	Current
	William P. Connelly	Current

Name of Entity Searched	Name of Entity and/or Affiliate of Entity, that is a K&E Client	Status
SolarWinds Inc.	Project Aurora Parent, Inc. SolarWinds Intermediate Holdings I, Inc. SolarWinds Intermediate Holdings II, Inc. SolarWinds, Inc.	Current Current Current Current
Solomon Transformers LLC	Solomon Transformers, LLC	Current
SSB Blackrock Institutional Trust	BlackRock, Inc. Mark B. Florian Patrick C. Eilers	Current Current Current
Starr Indemnity & Liability Co. Inc.	Starr International Company, Inc. Starr Principal Holdings, LLC	Closed Current
Staubach Global Services RR Inc.	Jones Lang LaSalle Group Jones Lang LaSalle Income Property Trust, Inc. LaSalle Investment Management	Current Current Current
Stifel, Nicolaus & Co., Inc.	Stifel, Nicolaus & Company, Inc.	Closed
Stone Harbor Investments Inc.	Stone Harbor Investment Partners LP	Current
Tamko Building Products Inc.	Tamko Building Products LLC	Current
Texas, State of, Commission on Environmental Quality Texas, State of, Comptroller Texas, State of, Comptroller of Public Accounts Texas, State of, Department of Agriculture Texas, State of, Department of State Health Services Texas, State of, Department of Transportation Texas, State of, Department of Treasury	Greg Abbott, as Governor of Texas State of Texas	Closed Closed
Thomson Reuters (Tax & Accounting) Inc.	Thomson Reuters Corporation	Current

Name of Entity Searched	Name of Entity and/or Affiliate of Entity, that is a K&E Client	Status
Travelers Property Casualty Group	The Travelers Companies, Inc.	Current
Trinity Consultants Inc.	Levine Leichtman Capital Partners LLC TAC Holdings, Inc. TACH Holdings, Inc. OldCo	Current Current Closed
Tyco Fire Products LP	ShopperTrak RCT Corporation	Closed
U.S. Bancorp Investments Inc. U.S. Bank NA	U.S. Bank National Association US Bancorp	Former Closed
UBS AG Stamford Branch UBS Financial Services Inc.  UBS Securities LLC	Somesh Khanna UBS Asset Management Funds Limited  UBS Financial Inc. UBS Financial Services, Inc. UBS Global Asset Management Inc. UBS Hedge Fund Solutions LLC UBS Investment Bank UBS O'Connor LLC UBS Securities Hong Kong Limited UBS Securities LLC UBS Warburg	Former Current  Closed Closed Closed  Current Former Current Current  Current Current
Ultimate Software Group Inc., The	Hellman & Friedman LLC  Ultimate Software Group, Inc.	Current  Closed
United Grain Corp. of Oregon	Mitsui E&P USA LLC	Closed
United States, Government of the, Department of Agriculture, Hidden Springs Ranger District  United States, Government of the, Department of Homeland Security, Customs and Border Protection  United States, Government of the, Department of the Army, Army Corps of Engineers	Konstantina Diamantopoulos  Orly Godfrey  Rep. William Ballard Hurd, as a member of the United States Representative (23rd Congressional District - Texas)	Current  Current  Closed

Name of Entity Searched	Name of Entity and/or Affiliate of Entity, that is a K&E Client	Status
United States, Government of the, Department of the Army, Army Corps of Engineers Little Rock District	Robert J. Quigley	Current
United States, Government of the, Department of the Army, Army Corps of Engineers, Chicago District	United States Department of Homeland Security	Closed
United States, Government of the, Department of the Army, Army Corps of Engineers, Fort Worth District		
United States, Government of the, Department of the Army, Army Corps of Engineers, Rock Island District		
United States, Government of the, Department of the Army, Army Corps of Engineers, St. Paul District		
United States, Government of the, Department of the Army, Army Corps of Engineers, Tulsa District		
United States, Government of the, Department of the Army, Army Corps of Engineers, Wilmington District		
United States, Government of the, Environmental Protection Agency		
United States, Government of the, Environmental Protection Agency, Region 10		
United States, Government of the, Federal Communications Commission		
United States, Government of the, Securities Exchange Commission		
Univar USA Inc.	Univar, Inc.	Current
University of Texas System Board of Regents, The	Texas Business Law Society	Current

Name of Entity Searched	Name of Entity and/or Affiliate of Entity, that is a K&E Client	Status
Unum Life Insurance Co. of America	Unum Tax	Current
US Pipe & Foundry & Co. LLC	Forterra, Inc.	Former
US Silica Holdings Inc.	SandBox Logistics, LLC U.S. Silica Company U.S. Silica Holdings, Inc.	Current Current Current
UST Inc.	Altria Client Services, Inc.	Closed
Utility Partners Inc.	Fortive Corporation	Current
Valcour Capital Management	Premium Partners LLC	Current
Verizon Wireless	Verizon Communications Inc. Verizon New York, Inc.	Current Closed
Virginia Department of Environmental Quality, State Water Control Board	Virginia House of Delegates	Closed
Virginia, Commonwealth of, Department of Environmental Quality	M. Kirkland Cox	Closed
Virginia, Commonwealth of, Department of Health		
Virginia, Commonwealth of, Department of Mines, Minerals and Energy		
Virginia, Commonwealth of, Department of Taxation		
Virginia, Commonwealth of, Water Control Board		
Virtu Americas LLC	Virtu Financial, Inc.	Current
Vista Proppants & Logistics LLC	Vista Proppants and Logistics, LLC	Closed
W. R. Berkley Corp.	W. R. Berkley Corp.	Current
Wal-Mart Stores Inc.	Jet.com Walmart Inc. Wal-Mart Stores Texas, LLC	Closed Current Current
Waste Connection of Missouri Waste Connection of Oklahoma Inc. Waste Connections of Alabama Inc. Waste Management Inc.	USA Waste of California, Inc.	Closed



Name of Entity Searched	Name of Entity and/or Affiliate of Entity, that is a K&E Client	Status
	MIP IV Fawkes, L.P. MIP IV Holdings, L.P. MIRA Americas Inc.	Closed Current Current
Waupaca Foundry Inc.	H-E Parts International LLC Hitachi America Ltd. Hitachi Asia Ltd. Hitachi Automotive Systems, Ltd. Hitachi Displays, Ltd Hitachi Electronic Devices USA Inc. Hitachi Ltd. Hitachi Vantara Corp. Hitachi, Ltd. Japan Display Inc. Mitsubishi Hitachi Power Systems, Ltd. Shenzhen SEG Hitachi Color Display Devices Ltd.	Current Current Current Current Current Current Current Current Current Current Current Current Current
West Monroe Partners	Brian L. Jacobsen	Closed
Wisconsin, State of, Department of Health Services Wisconsin, State of, Department of Natural Resources Wisconsin, State of, Department of Revenue Wisconsin, State of, Department of Safety & Professional Services	Wisconsin Legislature	Closed
[CONFIDENTIAL] [CONFIDENTIAL]	[CONFIDENTIAL] [CONFIDENTIAL]	[CONFIDENTIAL] [CONFIDENTIAL]

**EXHIBIT B**

**Reynolds Declaration**

**IN THE UNITED STATES BANKRUPTCY COURT  
FOR THE SOUTHERN DISTRICT OF TEXAS  
HOUSTON DIVISION**

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In re:	)	) Chapter 11
	)	)
COVIA HOLDINGS CORPORATION, <i>et al.</i> , <sup>1</sup>	)	) Case No. 20-33295 (DRJ)
	)	)
Debtors.	)	) (Jointly Administered)
	)	)

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**DECLARATION OF CHADWICK P.  
REYNOLDS IN SUPPORT OF THE DEBTORS'  
APPLICATION FOR THE ENTRY OF AN ORDER AUTHORIZING  
THE RETENTION AND EMPLOYMENT OF KIRKLAND & ELLIS LLP  
AND KIRKLAND & ELLIS INTERNATIONAL LLP AS ATTORNEYS FOR  
THE DEBTORS AND DEBTORS IN POSSESSION EFFECTIVE AS OF JUNE 29, 2020**

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I, Chadwick P. Reynolds, Executive Vice President, Chief Legal Officer, and Secretary of Covia Holdings Corporation, being duly sworn, state the following under penalty of perjury:

1. I am the Executive Vice President, Chief Legal Officer, and Secretary of Covia Holdings Corporation located at 3 Summit Park Drive, Suite 700, Independence, Ohio 44131.
2. I submit this declaration (the “Declaration”) in support of the *Debtors’ Application for Entry of an Order Authorizing the Retention and Employment of Kirkland & Ellis LLP as Attorneys for the Debtors and Debtors in Possession Effective as of June 29, 2020* (the “Application”).<sup>2</sup> Except as otherwise noted, I have personal knowledge of the matters set forth herein.

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<sup>1</sup> Due to the large number of Debtors in these chapter 11 cases, for which joint administration has been granted, a complete list of the Debtors and the last four digits of their tax identification, registration, or like numbers is not provided herein. A complete list of such information may be obtained on the website of the Debtors’ claims and noticing agent at <http://cases.primeclerk.com/Covia>. The location of Debtor Covia Holdings Corporation’s principal place of business and the Debtors’ service address is: 3 Summit Park Drive, Suite 700, Independence, Ohio 44131.

<sup>2</sup> Capitalized terms used but not otherwise defined herein shall have the meanings set forth in the Application.

**The Debtors' Selection of Counsel**

3. The Debtors recognize that a comprehensive review process is necessary when selecting and managing chapter 11 counsel to ensure that bankruptcy professionals are subject to the same client-driven market forces, scrutiny, and accountability as professionals in non-bankruptcy engagements.

4. To that end, the review process utilized by the Debtors here assessed potential counsel based on their expertise in the relevant legal issues and in similar proceedings. Kirkland advised the Debtors on previous corporate and recapitalization transaction efforts, and the Debtors retained Kirkland because of its extensive experience in corporate reorganizations, both out-of-court and under chapter 11 of the Bankruptcy Code. Further, Kirkland is familiar with the Debtors' business operations and many of the potential legal issues that may arise in the context of these chapter 11 cases.

5. Ultimately, the Debtors retained Kirkland because of its extensive experience in corporate reorganizations, both out-of-court and under chapter 11 of the Bankruptcy Code. More specifically, Kirkland is familiar with the Debtors' business operations and many of the potential legal issues that may arise in the context of these chapter 11 cases. I believe that Kirkland is both well qualified and uniquely able to represent the Debtor in these chapter 11 cases in an efficient and timely manner.

**Rate Structure**

6. In my capacity as Executive Vice President, Chief Legal Officer, and Secretary, I am responsible for supervising outside counsel retained by the Debtors in the ordinary course of business. Kirkland has informed the Debtors that its rates for bankruptcy representations are comparable to the rates Kirkland charges for non-bankruptcy representations. As discussed below,

I am also responsible for reviewing the statements regularly submitted by Kirkland, and can confirm that the rates Kirkland charged the Debtors in the prepetition period are the same as the rates Kirkland will charge the Debtors in the postpetition period.

**Cost Supervision**

7. The Debtors have approved the prospective budget and staffing plan for the period from June 29, 2020 to September 30, 2020, recognizing that in the course of a large chapter 11 case like these chapter 11 cases, it is possible that there may be a number of unforeseen fees and expenses that will need to be addressed by the Debtors and Kirkland. The Debtors further recognize that it is their responsibility to monitor closely the billing practices of their counsel to ensure the fees and expenses paid by the estate remain consistent with the Debtors' expectations and the exigencies of the chapter 11 cases. The Debtors will continue to review the statements that Kirkland regularly submits, and, together with Kirkland, amend the budget and staffing plans periodically, as the case develops.

8. As they did prepetition, the Debtors will continue to bring discipline, predictability, client involvement, and accountability to the counsel fees and expenses reimbursement process. While every chapter 11 case is unique, these budgets will provide guidance on the periods of time involved the level of the attorneys and professionals that will work on various matters, and projections of average hourly rates for the attorneys and professionals for various matters.

Pursuant to 28 U.S.C. § 1746, I declare under penalty of perjury that the foregoing is true and correct to the best of my knowledge and belief.

Dated: July 8, 2020

Respectfully submitted,

/s/ Chadwick P. Reynolds

Chadwick P. Reynolds  
Covia Holdings Corporation  
Executive Vice President, Chief Legal Officer,  
Secretary